

Division of Corporations

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000046240 8)))

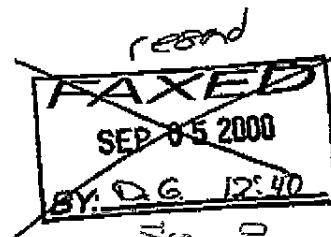
Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003 - 014665.0001

From:

Account Name : ADORNO & ZEDER, P.A.
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 858-4777



FOREIGN PROFIT QUALIFICATION

ZGOpus.com, Inc.

F-4996

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

RECEIVED
FILED
SEP 05 2000
12:40
BY: D.G.
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

00 SEP - 6 AM 9:10
00 SEP - 6 PM 12:17

RECEIVED
FILED
SEP 05 2000
12:40
BY: D.G.
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

W
9/6

Electronic Filing Menu

Corporate Filing

Public Access Help

09/06/00 09:40 FAX 3058584777 ADORNO ZEDER
350)487-6013 09/06/00 14:27 Fl Dept of State p1 /1

002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2000

ADORNO & ZEDER, P.A.

SUBJECT: ZGOPLUS.COM, INC.
REF: W00000021769

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H00000046240
Letter Number: 400A00047020

FILED
09 SEP -6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ZGOpus.com Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or
partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 65-0993428

(FEI number, if applicable)

4. February 14, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)7. 2601 S. Bayshore Drive, Suite 1600Miami, Florida 33133

(Current mailing address)

8. Any and all legal purposes permitted

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)Name: A Z Registered Agent CorporationOffice Address: 2601 S. Bayshore Drive, Suite 1600Miami, Florida, 33133
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated
in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.*

Justin T. Wilson - Vice President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the
Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law
of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED
00 SEP -6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

09/06/00 01:00 13:58 CO DE6269 HOTELECOPI UNITED ZEDER

P.2 P.1

003

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Jeffrey A. VanderpolAddress: c/o 2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Jeffrey A. VanderpolAddress: c/o 2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey A. Vanderpol, President

(Typed or printed name and capacity of person signing application)

FILED
09 SEP - 6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZGOPLUS.COM INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZGOPLUS.COM INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 SEP -6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA



3175726 8300

001444509


Edward J. Freel, Secretary of State

AUTHENTICATION: 0653751

DATE: 09-01-00