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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GIS Enterprises Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

900003408159 7
09/28/00 01072-002
*****87.50 *****87.50

Frank Bussone
(Name of Person)

GIS Enterprises Incorporated
(Firm/Company)

651 North Lake Point Lane
(Address)

Deerfield Beach FL 33432
(City/State and Zip code)

For further information concerning this matter, please call:

Frank Bussone at (954) 592-6417
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. GIS Enterprises Incorporated
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/30/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9/15/00
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 651 North Lake Point Lane Deerfield Beach, FL 33432
(Principal office address)

651 North Lake Point Lane Deerfield Beach, FL 33432
(Current mailing address)

8. GIS Consulting Services
(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: Frank Bussoni

Office Address: 651 North Lake Point Lane
Deerfield Beach, Florida 33432
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Frank Bussoni
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Frank Bussone

Address: 651 North Lake Point Lane
Deerfield Beach, FL. 33432

Vice Chairman: _____

Address: _____

Director: IRA L. Williams,

Address: 6240 Floridian Circle
Lake Worth, FL. 33463

Director: Shawn Ruben

Address: 651 North Lake Point Lane
Deerfield Beach, FL. 33432

B. OFFICERS

President: IRA L. Williams

Address: 6240 Floridian Circle
Lake Worth, FL 33463

Vice President: _____

Address: _____

Secretary: Frank Bussone

Address: 651 North Lake Point Lane Deerfield Beach FL 33432

Treasurer: Candace Ng, 2001 S. Barrington Ave Suite 118, Los Angeles, CA.

Address: 2001 S. Barrington Ave. Suite 118, Los Angeles, CA. 90025

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

13. Frank Bussone

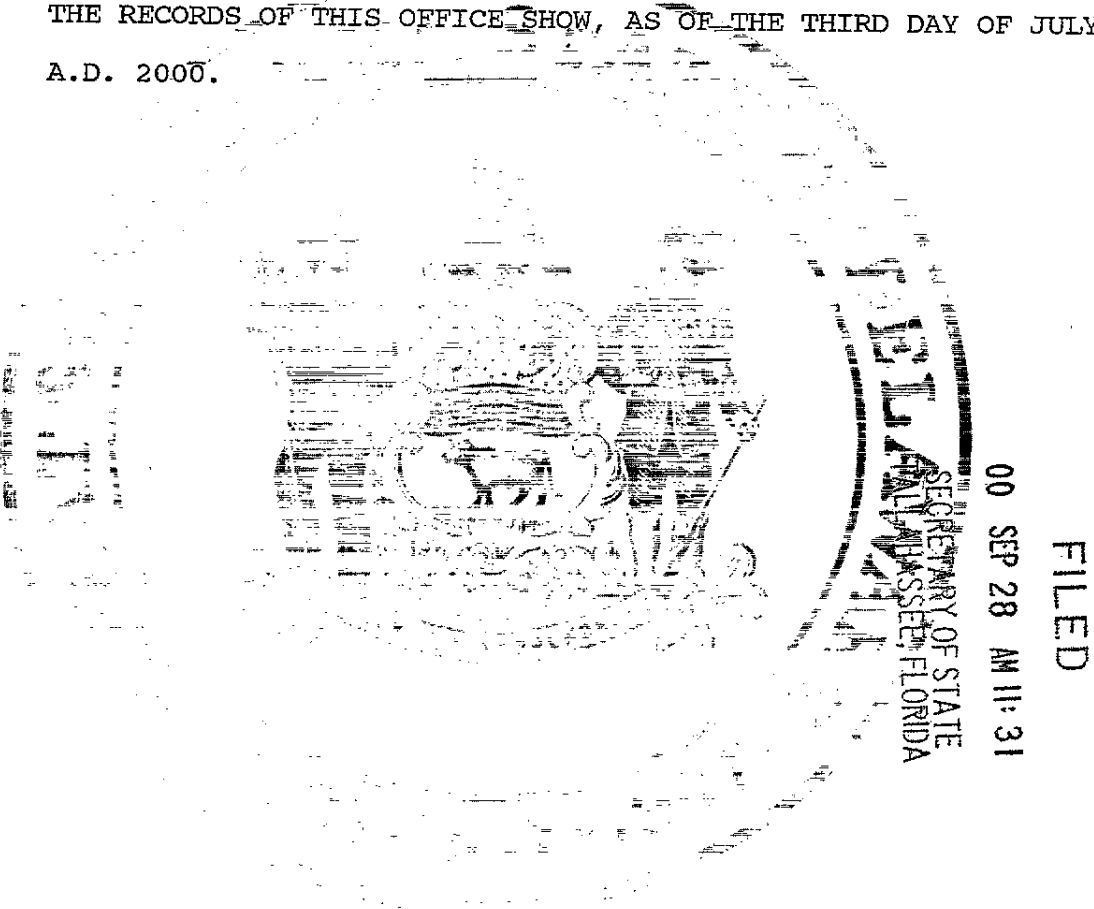
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank Bussone, Chairman

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GIS ENTERPRISES INCORPORATED" 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 THIRD DAY OF JULY, A.D. 2000.



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00 SEP 28 AM 11:31
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State 0537127

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AUTHENTICATION: 07-03-00

DATE: