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ACCOUNT NO. : 072100000032
REFERENCE : 856195 7219443
AUTHORIZATION : *Patricia Pzyto*
COST LIMIT : \$ 70.00

FILED
00 OCT -9 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 6, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 856195-005

CUSTOMER NO: 7219443

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CUSTOMER: Ms. Christina\ Kemp
Ms. Christina Kemp
703 Saint Albans Drive
Boca Raton, FL 33486

FOREIGN FILINGS

NAME: C.A.S. CONSULTING INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward/chs

RECEIVED
00 OCT -9 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 OCT -9 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr 10/6

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.

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SECRETARY OF STATE

1. C.A.S. CONSULTING 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. 22-3389288

(FEI number, if applicable)

4. 8/3/1995

(Date of incorporation)

5.

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

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 703 ST. ALBANS DRIVE, BOCA RATON, FL, 33486

c/o CHRISTINA ANN KEMP

(Current mailing address)

8. COMPUTER CONSULTANT

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
as its agent

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)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Christina Ann Kemp

Address: 703 ST. ALBANS DRIVE, BOCA RATON, FL, 33486

Vice Chairman: _____

Address: _____

Director: Same

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Christina Ann Kemp

Address: 703 St. Albans drive, Boca Raton, FL, 33486

Vice President: Same

Address: _____

Secretary: Same

Address: _____

Treasurer: Same

Address: _____

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

13. *Ch Kemp*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christina Ann Kemp - PRESIDENT
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

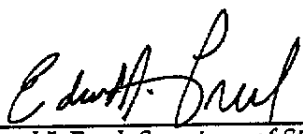
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00 OCT -9 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C.A.S. CONSULTING INC." IS 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 SIXTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "C.A.S. CONSULTING INC." WAS INCORPORATED ON THE THIRD DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

2530036 8300

AUTHENTICATION: 0721759

001506194

DATE: 10-06-00