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October 13, 2000

MJH

Secretary of State  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

Re: **Zapworld.com, Inc./Merger**  
Our File No.: 00-172

300003427583--1  
-10/17/00--01061--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

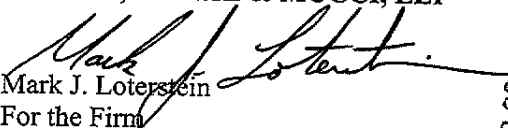
To Whom it May Concern:

Enclosed herewith for filing, on behalf of Zapworld.com, Inc., a California Corporation (the "Company"), please find the original and one copy of the "Application by Foreign Corporation For Authorization to Transact Business in Florida" (the "Application"). Also enclosed please find an original of the Certificate of Status for the Company issued by the California Secretary of State and our a check in the amount of \$78.75 representing the requisite filing fee. Kindly return a certified copy of the Application in the self-addressed, stamped envelope provided for your convenience.

If you have any questions regarding the enclosed application, please do not hesitate to call the undersigned.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

  
Mark J. Loterstein  
For the Firm

MJL/fmc  
Enclosures  
cc: Tom Furbish  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 17 AM 10:25

**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. Zapworld.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. California 3. 94-3210624  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/23/94 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. August 1, 2000  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.))

7. 117 Morris Street, Sebastopol, CA 95472  
117 Morris Street, Sebastopol, CA 95472  
(Current mailing address)

8. To engage in any activity or business permitted under the Laws of the United States and Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

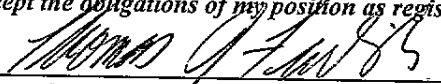
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Tom Furbish

Office Address: 984 S.W. 13th Court  
Pompano Beach, Florida, 33069  
(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.*

  
(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.

FILED  
OCT 17 AM 10:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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: Robert E. Swanson

Address: 117 Morris Street, Sebastopol, CA 95472

Director: Douglas R. Wilson

Address: 117 Morris Street, Sebastopol, CA 95472

Director: Lee Sannella, M.D.

Address: 117 Morris Street, Sebastopol, CA 95472

Director: William Evers

Address: 117 Morris Street, Sebastopol, CA 95472

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

President & Director: John Dables

Address: 117 Morris Street, Sebastopol, CA 95472

Vice President Operations: Andrew Hutchins

Address: 117 Morris Street, Sebastopol, CA 95472

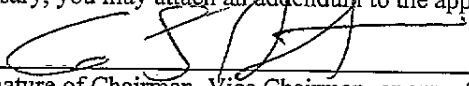
CEO & Director: Gary Starr

Address: 117 Morris Street, Sebastopol, CA 95472

Controller: Sanford Theodore

Address: 117 Morris Street, Sebastopol, CA 95472

**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. ANDREW L. HUTCHINS, Vice President  
(Typed or printed name and capacity of person signing application)

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **23RD day of SEPTEMBER 23, 1994**, **ZAPWORLD.COM** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of October 5, 2000.



*Bill Jones*  
BILL JONES  
Secretary of State