

F00000006040



ACCOUNT NO. : 072100000032

REFERENCE : 878801 80354A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : October 27, 2000

ORDER TIME : 2:03 PM

ORDER NO. : 878801-005

CUSTOMER NO: 80354A

3000003442619--8

CUSTOMER: Ms. Debbie Fricke
Winderweedle Haines Ward &
Suite 1500
390 North Orange Avenue
Orlando, FL 32802

FOREIGN FILINGS

NAME: Q-PEAK, INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis EXT 1165

FILED
00 OCT 27 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 PM 2:27
TO BE FILED
SUFFICIENCY OF FILING

312 10/27

**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. Name of Corporation: Q-Peak, Incorporated
2. State under the law of which it is incorporated: Massachusetts
3. FEI number: 04-3427421
4. Date of Incorporation: July 1, 1998
5. Duration: Perpetual
6. Date first transacted business in Florida: Upon Filing of this Application
7. Current mailing address: 3404 N. Orange Blossom Trail
Orlando, FL 32804
8. Purpose of corporation authorized in home state: Any activity or business permitted under the laws of the United States
9. Name and street address of Florida registered agent:
Albert Anderson
3404 N. Orange Blossom Trail
Orlando, FL 32804
10. Registered agent's acceptance:

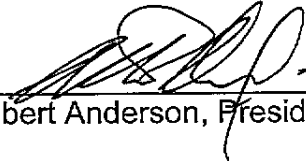
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative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


Albert Anderson

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00 OCT 27 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and address of officers and/or directors:
- A. Directors: Peter Moulton
Darrel Kelley
James Sellers
Howard Laffler
- B. Officers: President: Albert Anderson
Secretary: Peter Moulton
Treasurer: Albert Anderson
13. Signature of any officer listed in number 12 of the application:


Albert Anderson, President

FILED
JUL 27 PM 4:09
DEPT. OF STATE
TALLAHASSEE, FLORIDA



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

October 24, 2000

TO WHOM IT MAY CONCERN:

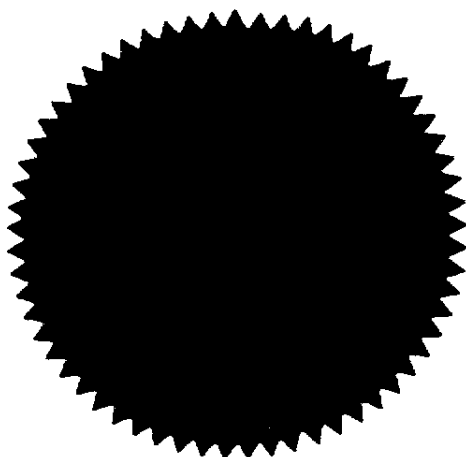
I hereby certify that according to the records of this office,

Q-PEAK, INCORPORATED

is a domestic corporation organized on **July 1, 1998**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
00 OCT 27 PM 1:09
SECRETARY OF COMMONWEALTH
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.