

F000000006056

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations 00855-00047-00671

SUBJECT: DIGITAL EXCHANGE SYSTEMS, INC.
(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.

W-23864

Please return all correspondence concerning this matter to the following:

200003406912...8
-09/27/00 - 01086-006
*****87.50 *****87.50

ROBERT NEWTON, JR.
(Name of Person)

DIGITAL EXCHANGE SYSTEMS, INC.
(Firm/Company)

550 NORTH REO STREET, #201
(Address)

TAMPA, FL 33609
(City/State and Zip code)

For further information concerning this matter, please call:

THOMAS C. SCHULTZ at (813) 282-1233
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 PM 5:08

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 2, 2000

ROBERT NEWTON, JR.
550 NORTH REO STREET, #201
TAMPA, FL 33609

SUBJECT: DIGITAL EXCHANGE SYSTEMS, INC.
Ref. Number: W00000023864

We have received your document for DIGITAL EXCHANGE SYSTEMS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00052177

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. DIGITAL EXCHANGE SYSTEMS, 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 3. 59-3634502
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/28/00 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7/25/00
(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. 550 NORTH REO STREET, SUITE #201, TAMPA, FL 33609
(Principal office address)

"SAME" AS ABOVE"
(Current mailing address)

8. HOST INTERNET WEB SITE FOR AUCTION OF WHOLESALE GROCERIES (B to B)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

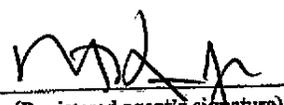
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: ROBERT NEWTON JR.

Office Address: 2042 HAWAII AVE N/E

ST. PETERSBURG, Florida 33703
(City) (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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 27 PM 5:00

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ROSARIO CONIGLIO
Address: 48 BEECHMONT TERRACE, NORTH CALDNELL, NJ 07006

Vice Chairman: STEVEN R. SCHMIDT
Address: 9812 EMERALD LINKS DRIVE, TAMPA, FL 33626

Director: ROBERT NEWTON JR.
Address: 2042 HAWAII AVE N/E, ST. PETERSBURG, FL 33703

Director: JOHN DWYER PAUL HRABOVSKY
Address: 4TH AVE O PORT TERMINAL 5846 N/W 24TH TERRACE
WEST NEW YORK, NJ 07093 BOCA RATON, FL 33496

B. OFFICERS

President: ROBERT NEWTON, JR.
Address: 2042 HAWAII AVE N/E, ST PETERSBURG, FL 33703

Vice President: JOHN DWYER PAUL HRABOVSKY VINCENT E. DETURRIS
Address: 4TH AVE O PORT TERMINAL 5846 N/W 24TH TERRACE 4334 YALE CT
WEST NEW YORK, NJ 07093 BOCA RATON, FL 33496 BLOOMFIELD HILLS, MI
48302

Secretary: ERIC P. FRANTZEN
Address: 1906 W. DEKLE AVE., UNIT A, TAMPA, FL 33606

Treasurer: THOMAS C. SCHULTZ
Address: 1717 GREEN MEADOW DR, LUTZ, FL 33549

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. ROBERT NEWTON JR.
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL EXCHANGE SYSTEMS, 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 SIXTEENTH DAY OF OCTOBER, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0735717

DATE: 10-16-00