

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 11/6

Corporation(s) Name

RedKlay Web Solutions, Inc.

9000003452989--2
-11/06/00--01070--019
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> ECC () 1 or () 3		

***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
() arts/ameds/mergers () Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

3/11/6

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:

1. RedKlay Web Solutions, 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. 63-1241826

(FEI number, if applicable)

4. January 1, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155.))

7. 317 W. Market Street, Athens, Alabama 35611

(Current mailing address)

FILED
00 NOV -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Software Reseller

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature) (Officer)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
00 NOV -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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. _____

John F. Carter, CEO
(Typed or printed name and capacity of person signing application)

FILED
00 NOV -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RedKlay Web Solutions, Inc.**A. Board of Directors:**

Neil R. Hindle, Chairman
2135 de la Montagne
Montreal, Quebec H3G 1Z8

John Carter
317 W. Market Street
Athens, AL 35611

Carl Hunt
122 W. Market Street
Athens, AL 35611

John Scandar
2135 de la Montagne
Montreal, Quebec H3G 1Z8

B. Officers:

John Carter, CEO and Secretary
317 W. Market Street
Athens, AL 35611

John Scandar, President
2135 de la Montagne
Montreal, Quebec H3G 1Z8

Russell Smith, Executive Vice-President, Operations
317 W. Market Street
Athens, AL 35611

FILED
00 NOV -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REDKLAY WEB SOLUTIONS, 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 FIRST DAY OF NOVEMBER, A.D. 2000.

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

FILED
00 NOV -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3150430 8300

001551043

AUTHENTICATION: 0769067

DATE: 11-01-00