

F00000006289

Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 922-4003

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FOREIGN PROFIT QUALIFICATION

METAMORPHOSIS INC

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

00 NOV -9 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

November 6, 2000

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: METAMORPHOSIS, INC.
REF: W00000026529

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Missing #2 page listing officers/directors.

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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H00000057893
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**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. Metamorphosis, INC.

(Name of the 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. Incorporated under the laws of Nevada

3. FEIN 88-0401136

4. DATE OF INCORPORATION MAY 9, 1996

5. DURATION Perpetual

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida,
insert. "upon qualification.") (SEE SECTIONS 607.1501, 607.1052, and 817.155, F.S.)

7. 711 S. Carson STE 4A
(Principal office address)
CARSON CITY NV 89701
(Current mailing address)

8. PURPOSE- ANY LEGAL PURPOSE NOT PROHIBITED UNDER FLORIDA LAW.
(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)

CorpDirect Agents
103 N. MERIDIAN ST. Lower Level
TALLAHASSEE FL 32301

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)

It's Agent: Pam Wolfe

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
corporation records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: LINDA FISCHERAddress: 711 S. CARSON ST STE 4A
CARSON CITY NV 89701

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: LINDA FISCHERAddress: 711 S. CARSON #4A
CARSON CITY NV 89701

Vice President: _____

Address: _____

Secretary: PHILIP HERRAddress: 711 S. CARSON ST #4A CARSON CITY NV 89701Treasurer: MICHAEL FISCHERAddress: 711 S. CARSON ST #4A, CARSON CITY NV 89701

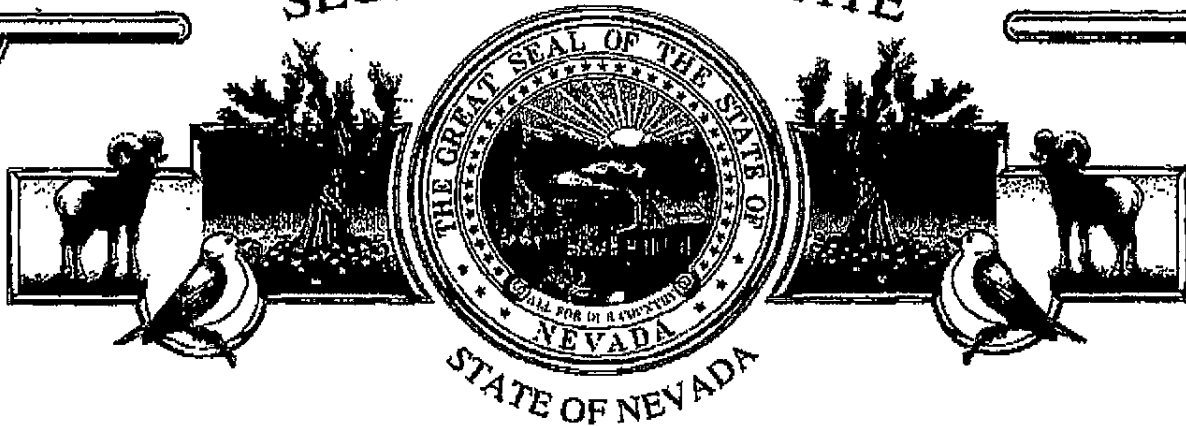
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Linda Fischer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. LINDA FISCHER
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **METAMORPHOSIS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 9, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 2, 2000.



Secretary of State

By

(Certification Clerk)

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