



THE UNITED STATES
CORPORATION
COMPANY

FOOOOOO 7258

ACCOUNT NO. : 072100000032

REFERENCE : 948866 4327828

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 2000

ORDER TIME : 11:05 AM

ORDER NO. : 948866-005

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

800003517048-1

FOREIGN FILINGS

NAME: COMDOT HOLDINGS LTD., INC.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

FILED
00 DEC 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 29 AM 11:45
DIVISION OF CORPORATION

3/12/29

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN
THE STATE OF FLORIDA:

1. COMDOT HOLDINGS LTD., INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY" OR "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. Cayman Islands
(State of incorporation)

3. 98-0336678
(FEI number)

4. 10/17/2000
(Date of Incorporation)

5. Perpetual
(Duration)

6. December 28, 2000
(Date corporation will transact business in Florida.)

7. 17939 Lake Estates Drive
Boca Raton, Florida 33496
(Current mailing address)

8. Any or all lawful business
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:

Stuart J. Haft
(Name)
321 Royal Poinciana Plaza, South
(Office Address)
Palm Beach, Florida, 33480
(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*

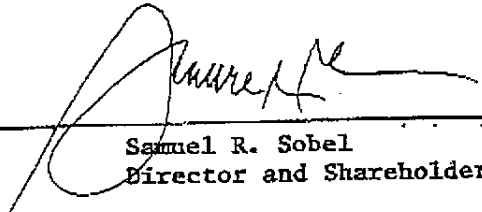
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DEC 20 11 50 AM
STATE OF FLORIDA
SECRETARY OF STATE

**WRITTEN RESOLUTION OF SOLE DIRECTOR AND SHAREHOLDER
OF
COMDOT HOLDINGS LTD.**

The undersigned, being the sole director and shareholder of Comdot Holdings Ltd. (the "Company") hereby takes the following written action in lieu of holding a meeting regarding same:

RESOLVED THAT the Company is authorized to do business in the State of Florida under the name COMDOT HOLDINGS LTD., INC. and that the Company is authorized to file the necessary documents with the State of Florida in order to effectuate this

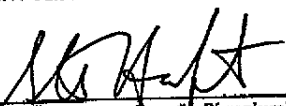
Dated: December 23, 2000.



Samuel R. Sobel
Director and Shareholder

FILED
DEC 23 2000
TALLAHASSEE
STATE OF FLORIDA
1:50

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.

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

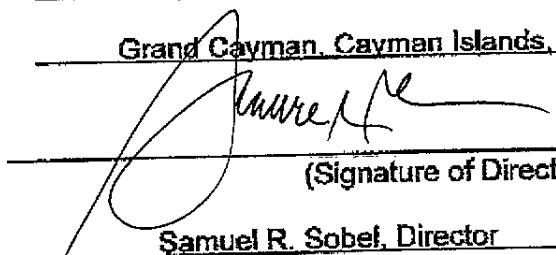
A. DIRECTORS

Director: Samuel R. Sobel
Address: 17939 Lake Estates Drive
Boca Raton, FL 33496

B. OFFICERS

Secretary: Campbell Secretaries Limited
Address: Bank of Nova Scotia Building, Box 268
Grand Cayman, Cayman Islands, BVI

13.


(Signature of Director)

Samuel R. Sobel, Director
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CR-105022

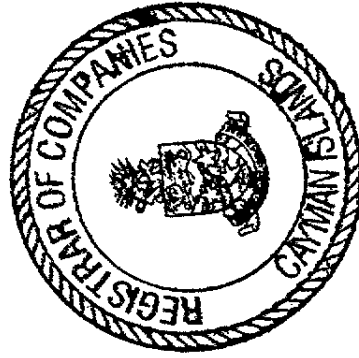
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

Comdot Holdings Ltd.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



Given under my hand and Seal at George Town in the
Island of Grand Cayman this Twenty-First Day of December
Two Thousand

An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.

00 DEC 29 1999