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Date: April 19, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-04/20/01--01094--001
*****70.00 *****70.00

Dear Sirs:

Please find enclosed a copy of the application of Spherical Dynamics, Inc., a Nevada corporation, for certificate of authority to transact business in the Florida.

Please return the certificate thereof to the above address.

A check for \$70.00 has been enclosed to cover the following:

| | |
|------------------------------|---------|
| Filing | \$35.00 |
| Designation/Registered Agent | 35.00 |

Thanks for your attention to this matter.

Sincerely,


Kevin Degnan

FILED
01 APR 20 PM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4mth
4/28

**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. Spherical Dynamics, 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. Nevada 3. 65-1090866
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/31/00 5. Perpetual
(Date of incorporation) (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, F.S.)
7. 4701 NW 1st Place
Deerfield Beach, FL 33442
(Current mailing address)
8. All lawful purposes except banking and insurance.
(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: William Kramer
Office Address: 4701 NW 1st Place
Deerfield Beach, Florida, 33442
(Zip code)

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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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Wayne Michael Sturm

Address: 744 Escalona Dr
Santa Cruz, CA 95060

Vice Chairman: _____

Address: _____

Director: William Kramer

Address: 4701 NW 1st Place
Deerfield Beach, FL 33442

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: William Kramer

Address: 4701 NW 1st Place
Deerfield Beach, FL 33442

Vice President: Wayne Michael Sturm

Address: 744 Escalona Dr
Santa Cruz, CA 95060

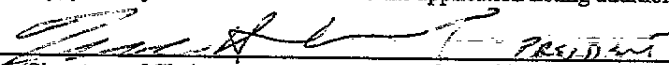
Secretary: William Kramer

Address: same as above

Treasurer: William Kramer

Address: same as above

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

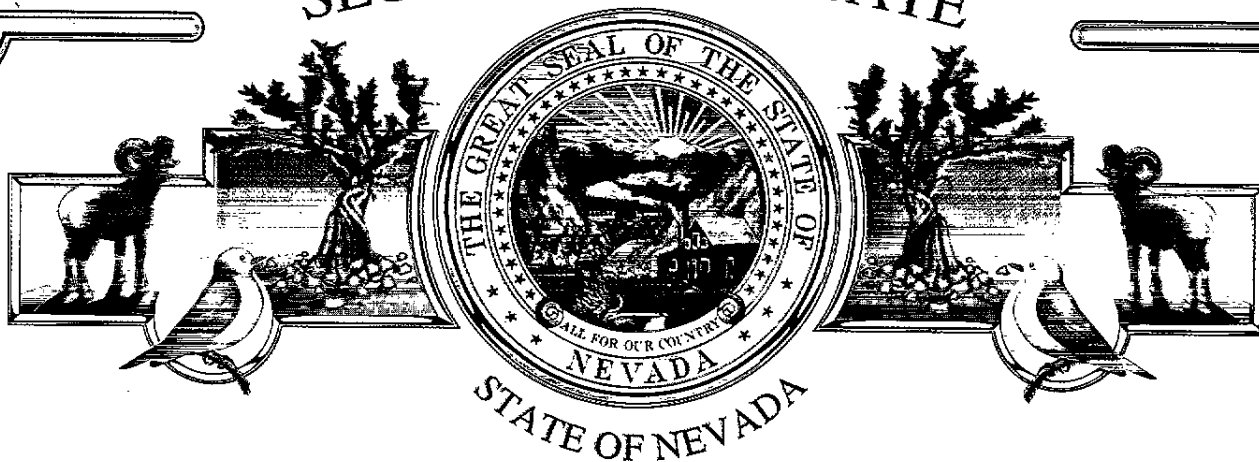
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Kramer, President

(Typed or printed name and capacity of person signing application)

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01 APR 20 PM 10:10
TALLAHASSEE, FL 32309

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, **SPHERICAL DYNAMICS, 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 August 31, 2000, 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 March 26, 2001.

Dean Heller

Secretary of State

By

D. Jarmer

Certification Clerk



FILED
MAR 27 2001
CLERK OF THE SECRETARY OF STATE
CARSON CITY, NEVADA