

F01000003109

ACCOUNT NO. : 072100000032

REFERENCE : 179877 7124655

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 8, 2001

ORDER TIME : 11:01 AM

ORDER NO. : 179877-010

CUSTOMER NO: 7124655

CUSTOMER: Ms. Tamika M. Galloway
Orrick, Herrington & Sutcliffe
1020 Marsh Road

Menlo Park, CA 94025

FOREIGN FILINGS

NAME: DIGITAL FRAMEWORKS, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

500004415985--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder---EXT# 1118

EXAMINER: _____

FILED
01 JUN 12 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF FILINGS
2001 JUN 12 PM 12:11
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**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

FILED
JUN 12 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Digital Frameworks, 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. 94-3398839

(FEI number, if applicable)

4. June 1, 2001

(Date of incorporation)

5. Perpetual

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

6. June 1, 2001

(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. 110-20 73rd Road, Suite 3E, Forest Hills, NY 11375

(Principal office address)

110-20 73rd Road, Suite 3E, Forest Hills, NY 11375

(Current mailing address)

Engineering Design, development and integration of wireless and broadband infrastructure and security products.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

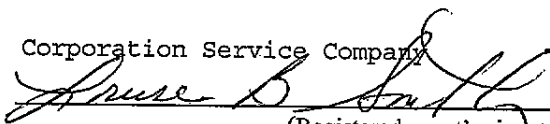
, Florida 32301

(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.

Corporation Service Company



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Elias Ladopoulos

Address: 110-20 73rd Road, Suite 3E, Forest Hills, NY 11375

Director: Jonathan Belof

Address: 813 E. Bloomingdale Avenue #301, Brandon, FL 33511

B. OFFICERS

President: and Chief Strategy Officer - Elias Ladopoulos

Address: 110-20 73rd Road, Suite 3E, Forest Hills, NY 11375

Vice President: of Research and Development - Jonathan Belof

Address: 813 E. Bloomingdale Avenue #301, Brandon, FL 33511

Secretary: Scott Elliott

Address: c/o Orrick, Herrington & Sutcliffe, 1020 Marsh Road, Menlo Park, CA 94025

Treasurer: N/A

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. Scott Elliott Secretary

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

FILED
JUN 12 PM 2:43
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL FRAMEWORKS, 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 EIGHTH DAY OF JUNE, A.D. 2001.

FILED
01 JUN 12 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3392978 8300

AUTHENTICATION: 1179603

010276933

DATE: 06-08-01