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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Net-Commerce Solutions Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

300004962053--4
-02/20/02--01082--003
*****70.00 *****70.00

John L. George
(Name of Person)

Net-Commerce Solutions INC. W02-5228
(Firm/Company)

3213 Oleander Ave.
(Address)

Fort Pierce, Florida 34982
(City/State and Zip code)

For further information concerning this matter, please call:

John L. George at (772) 461-0446
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

02 MAR -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 22, 2002

JOHN L. GEORGE
3213 OLEANDER AVE.
FORT PIERCE, FL 34982

SUBJECT: NET-COMMERCE SOLUTIONS, INC.
Ref. Number: W02000005228

We have received your document for NET-COMMERCE SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 402A00011072

02 MAR -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. Net-Commerce 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. Washington State 3. 91-2134052

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2001 5. Continue

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

6. March 2002

(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. 3213 Oleander Ave. Fort Pierce, FL 34982

(Principal office address)

707 North 19th Street Fort Pierce, FL 34950

(Current mailing address)

8. Consulting Firm

(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: Technology Educational Learning Co.

Office Address: 3213 Oleander
Fort Pierce, Florida 34982

(City)

(Zip code)

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02 MAR -7 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John L. George

Address: 3213 Oleander Avenue
Fort Pierce, Florida 34982

Vice Chairman: Dwayne Rahming

Address: 3213 Oleander Avenue
Fort Pierce, Florida 34982

Director: Sarah George

Address: 3213 Oleander Ave.
Fort Pierce, Florida 34982

Director: Mozelle Greene

Address: 3213 Oleander Ave.
Fort Pierce, Florida 34982

B. OFFICERS

President: Charles George

Address: 3213 Oleander
Fort Pierce, Florida 34982

Vice President: Lafayette George

Address: 3213 Oleander Ave.
Fort Pierce, Florida 34982

Secretary: Doris Beasley

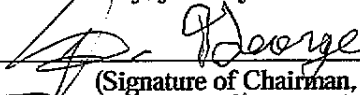
Address: 3213 Oleander Ave

Treasurer: Nathan Hillery

Address: 3213 Oleander Ave.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

STATE of WASHINGTON



SECRETARY of STATE

L. SAM REED, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

NET-COMMERCE SOLUTIONS CORPORATION

I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on May 3, 2001.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.

02 MAR -7 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Date: March 6, 2002

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



L. Sam Reed, Secretary of State