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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN RE	COMPLIAN EGISTER A F	NCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTE FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.	D TO
1.	(Name of conwords or abb	Brain International, Inc. corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" of the corporation of like import in language as will clearly indicate that it is a corporation instead of a son or partnership if not so contained in the name at present.)	E TIL
2.	<u>Delawar</u>	re 3. <u>91-2163412</u>	S. F.
	(State or cou	ountry under the law of which it is incorporated) (FEI number, if applicable)	*
4.	<u>October</u>	r 26, 2001 5. Perpetual	
		(Date of incorporation) (Duration: Year corp. will cease to exist or	"perpetual")
6.	<u>Upon qu</u>	ualification	.=
	(Date first tra	transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qua (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)	lification.")
7.	7512 Do	octor Phillips Blvd., Suite 50-902, Orlando, FL 32819	
		(Principal office address)	E
	7512 Do	octor Phillips Blvd., Suite 50-902, Orlando, FL 32819. (Current mailing address)	···
8.	Internet	et Technology	
	((Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)	
9.		street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)	
	Name:	Naples-Lawdock, Inc.	
Offi	ce Address:	4501 Tamiami Trail North, Ste. 300	<u></u>
		Naples , Florida <u>34103-3060</u> (City) (Zip code)	4
Hav desiş furti dutid	ing been nan gnated in thi her agree to d es, and I am	agent's acceptance: amed as registered agent and to accept service of process for the above stated corporation a ais application, I hereby accept the appointment as registered agent and agree to act in this a comply with the provisions of all statutes relative to the proper and complete performance a familiar with and accept the obligations of my position as registered agent. Naples—Languett, Inc. (Registered agent's signature) Kimberly Johnson of Naples—Languett, Inc. a certificate of existence duly authenticated not more than 90 down rejects to delivere sold in the same acceptance.	capacity. I
the D		a certificate of existence duly authenticated, not more than 90 days prior to delivery of this appoint to the Secretary of State or other official having and the Secretary of	lication to

the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction

STF FL32376F.1

under the law of which it is incorporated.

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

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ector: _	Harry Heslop				·	
	7512 Doctor Phillips Blvd., Suite 50-902					
	Orlando, FL 32819					
ector: _		<u></u>	<u> </u>		- -	
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	James Wood	· <u> </u>			_ :	
ress: _	5363 Shadywood Lane, Orlando, FL 32819			<u> </u>		_
surer:]	Harry Heslop				<u>.</u>	· · ·
ress: _	same as above		***			• • •
TE: If	necessary, you may attach an addendum to the application listing ad					
	(Signature of Chairman, Vice Chairman, or any officer listed in	number 12 d	of the applica	tion)		

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPORTBRAIN INTERNATIONAL, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TA HAVE BEEN PAID TO DATE.

AUTHENTICATION: 1744146

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DATE: 04-26-02

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V.P. Verifier		****	*70.00 *****70.i	30
		Amount: \$		

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

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 FLORIDAL.
I. SportBrain International 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 - 3. 91-2163412 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4 Och characters of a control of the
4. October 26, 2001 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "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, 607.1502 and 817.155, F.S.)
7. 7512 Doctor Phillips Blvd., Suite 50-902, Orlando, FL 32819 (Principal office address)
7512 Doctor Phillips Blvd., Suite 50-902, Orlando, FL 32819 (Current mailing address)
8. Internet Technology (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: Naples-Lawdock, Inc.
Office Address: 4501 Tamiami Trail North, Ste. 300
Naples
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. Naples—Lamasck, Inc. By:
(Registered agent's signature) Kimberly Johnson of Naples-Candock, Inc. 1. 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, an other of State.

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.

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

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Address:								OF THE	G
Director: _	Harry Heslop	<u> </u>		<u> </u>	.200		_ ·; ⁻ ·	· .	, <u>, , , </u>
Address:	7512 Doctor Phillips	Blvd.,	Suite	50-90	2 .	_			
	Orlando, FL 32819								
Director: _									
	_								
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B. OFFI								<u> </u>	
President:	Harry Heslop		<u> </u>		-				·
	same as above								
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ice Preside	ent:						-		
.ddress: _							,-		
	James Wood					<u> </u>	<u> </u>		<u>``.</u> =

Treasurer: Harry Heslop 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)

Wood, Secretary

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPORTBRAIN INTERNATIONAL, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES

HAVE BEEN PAID TO DATE.

TO SEE TAXES

TO SEE TAXES



Warriet Smith Windson Secretary of State

AUTHENTICATION: 1744146

DATE: 04-26-02

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