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5/30

May 28, 2002

MJH

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300005652113--8
-05/30/02--01049--012
*****70.00 *****70.00

Re: QUALISOL, INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees and a Certificate of Status.

Thank you for giving this matter your attention.

Very truly yours,

Kem
Katherine E. Mitchell
Legal Assistant

encs

FILED
02 MAY 30 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. QUALISOL, 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. New York
(State or country under the law of which it is incorporated)
3. 22-3697316
(FEI number, if applicable)
4. December 27, 1999
(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 §17.155, F.S.)

7. (Principal office address) 18 Vail Road, Poughkeepsie, New York 12603
8. (Purposes(s) of corporation authorized in home state or country to be carried out in state of Florida)

To provide information technology consulting services

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Nationscorp Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301 (Zip)

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) Ed Hand, Pres

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:

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02 MAY 30 PM 3:31
TALLAHASSEE
FLORIDA
DEPARTMENT OF STATE

A. Directors

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Sheryl A. Entwistle

Address: 18 Vail Rd., Poughkeepsie, New York 12603

Director: Edith Olmedo-Vazquez

Address: 18 Vail Rd., Poughkeepsie, New York 12603

B. OFFICERS

President: Edith Olmedo-Vazquez

Address: 18 Vail Rd., Poughkeepsie, New York 12603

Vice President: _____

Address: _____

Secretary: Sheryl A. Entwistle

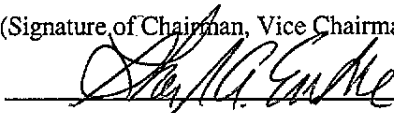
Address: 18 Vail Rd., Poughkeepsie, New York 12603

Treasurer: Sheryl A. Entwistle

Address: 18 Vail Rd., Poughkeepsie, New York 12603

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

Sheryl A. Entwistle, Secretary

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of QUALISOL, INC. was filed on 12/27/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of May
two thousand and two.*

Special Deputy Secretary of State