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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

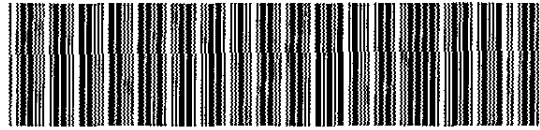
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CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: *Ginger SIMMONS*

ACCOUNT #: 072100000032

REF#: *932729-10*

AUTHORIZATION:

Patricia Pizub

COST LIMIT: *70.00*

ORDER DATE: *2/17/03*

ENTITY NAME: *Scientel America, Inc.*

DOMESTIC FILING

FOREIGN FILING

----- ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

PLEASE RETURN

----- STAMPED COPY

----- CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Scientel America, 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 3. 14-1861813
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 2002 5. perpetual
(Date of incorporation) (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. 8 Winkler Road, Sidney, NY 13838
(Principal office address)

8 Winkler Road, Sidney, NY 13838
(Current mailing address)

8. To engage in any lawful act or activity
(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, Florida 32301-2607
(City) (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.

Bonnie H. Yerry
(Registered agent's signature)

Bonnie H. Yerry Asst. Vice-President

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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Debbie Spaziani/CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Directors:

Name	Title	Business Address
Debbie Spaziani	Director	8 Winkler Road Sidney, NY 13838
Alexander J. Spaziani	Director	8 Winkler Road Sidney, NY 13838

Officers:

Name	Title	Business Address
Debbie Spaziani	CEO	8 Winkler Road Sidney, NY 13838
Alexander J. Spaziani	President	8 Winkler Road Sidney, NY 13838
Scott D. White	Vice-President	8 Winkler Road Sidney, NY 13838
Larry Dietrick	Vice-President	1007 Oak Creed Dr. Lombard, IL 60148
Alexander J. Spaziani	Secretary	8 Winkler Road Sidney, NY 13838
Debbie Spaziani	Treasurer	8 Winkler Road Sidney, NY 13838

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of SCIENTEL AMERICA, INC. was filed on 12/19/2002, under the name of SCIENTEL OF NEW YORK, INC., 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.

A Certificate of Amendment SCIENTEL OF NEW YORK, INC., changing its name to SCIENTEL AMERICA, INC., was filed 12/20/2002.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of February
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. D. S.", is written over a horizontal line.

Secretary of State