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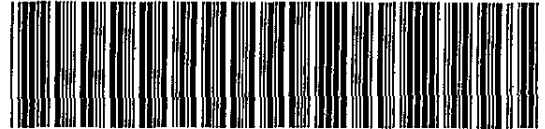
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 12, 2004

SHELLY WHEELOCK
70 CHURCH STREET, SUITE 1
BURLINGTON, VT 05401

SUBJECT: GLOBAL WORKS SYSTEMS, INC.
Ref. Number: W04000010104

We have received your document for GLOBAL WORKS SYSTEMS, 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):

The document is illegible and not acceptable for imaging.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 204A00016758

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM : GLOBAL WORKS

FAX NO. : 4158986850

Dec. 30 2003 04:10PM P5

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Global Works Systems, 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:

Shelly Wheelock

(Name of Person)

Global Works Systems, Inc.

(Firm/Company)

70 Church Street, STE. 1

(Address)

Burlington, Vermont 05401

(City/State and Zip code)

For further information concerning this matter, please call:

Margaret Seaman

(Name of Person)

at (415) 898-6850

(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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

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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. Global Works Systems, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/24/95 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 817.135, F.S.)

7. 70 Church Street, STE 1, Burlington VT 05401
(Principal office address)

same as above
(Current mailing address)

8. Provide Consulting & technical services
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Tina Perrin

(Registered agent's signature)

Tina Perrin
Special Assistant Secretary

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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OFFICE OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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01 APR 25 AM 10:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: William Bresee

Address: 70 Church Street, STE 1, Burlington, VT 05401

Vice President: Justin Eatinger

Address: 70 Church Street, STE 1, Burlington, VT 05401

Secretary: Willie Wong

Address: 70 Church Street, STE 1, Burlington, VT 05401

Treasurer: Justin Eatinger

Address: 70 Church Street, STE 1, Burlington, VT 05401

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

13. [Signature] 3/23/2004

(Signature of Director or Officer listed in number 12 of the application)

14. William Bresee, President

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



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 24th day of January, 1995, **GLOBAL WORKS SYSTEMS, INC.**, became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of February 21, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State