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Division of Corporations

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Florida Department of State
Division of Corporations
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2004 OCT 25 A 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.OCT 25 A 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ANTARCTICA SYSTEMS USA, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. WASHINGTON 3. 91-2088602
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOV 15 2000 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 §17.155, F.S.)

7. 1601-700 W PENDER ST. VANCOUVER, BC, CANADA V6C1G8
(Principal office address)

(Current mailing address)

8. SALES OF COMPUTER SOFTWARE
(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: NRAI Services, Inc.Office Address: 526 E. Park AvenueTallahassee

(City)

, Florida 32301

(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.

NRAI Services, Inc.

By: Cheryl Conklin

(Registered agent's signature)

CHERYL CONKLIN - 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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A. DIRECTORS

2004 OCT 25 A 9:51

Chairman: DONNA BRIDGEMAN
Address: 1601- 700 W. PENDER ST, VANCOUVER, BC

Vice Chairman: ANDREW LUGSDIN
Address: 1601- 700 W. PENDER ST VANCOUVER, BC

Director: LIVIA MAHLER
Address: 1601- 700 W PENDER ST VANCOUVER, BC

Director: BILL TAM
Address: 1601- 700 W. PENDER ST. VANCOUVER, BC

B. OFFICERS

President: BARRY YATES
Address: 1601- 700 W. PENDER ST
VANCOUVER, BC, V6C 1G8

Vice President: WILLIAM SCHONBRUN
Address: 1601- 700 W. PENDER ST
VANCOUVER, BC, V6C 1G8

Secretary: KENT TOY
Address: 1601- 700 W. PENDER ST

Treasurer: [Signature]
Address: _____

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. KENT TOY - SECRETARY
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
ANTARCTICA SYSTEMS USA, INC.

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 WA and was issued a Certificate Of Incorporation in Washington on 11/15/2000.

I FURTHER CERTIFY that as of the date of this certificate, ANTARCTICA SYSTEMS USA, INC. remains active and has complied with the filing requirements of this office.

Date: October 22, 2004

UBI: 602-078-626



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

Sam Reed, Secretary of State