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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 MAY 23 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

May 23, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
05 MAY 23 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6340611 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Bsafe Online, Inc. (TX)
Qualification
Florida

Bsafe Online, Inc. (TX)
Cert Copy of Certificate of Authority
Florida

File 15

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

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

CT CORPORATION

Sincerely,

Stephanie Sanders
Fulfillment Specialist
Stephanie_Sanders@cch-lis.com

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05 MAY 23 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A WoltersKluwer Company

**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. Bsafe Online, 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. Texas

(State or country under the law of which it is incorporated)

3. 75-2935781

(FEI number, if applicable)

4. January 25, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 23, 2001

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

(Principal office address)

99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

(Current mailing address)

8. To engage in all businesses for which corporations may be incorporated under the laws of the state.

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

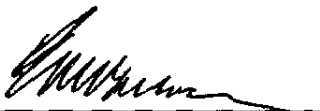
(City)

, Florida 33324

(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.


(Registered agent's signature)

E. A. Wallace
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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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Joseph Gregory

Address: 99 Eglin Parkway, Suite 1D

Fort Walton Beach, FL 32548

Vice Chairman: N/A (see attached Addendum for additional directors)

Address: _____

Director: Glen Fradenburg

Address: 99 Eglin Parkway, Suite 1D

Fort Walton Beach, FL 32548

Director: David Haadsma

Address: 99 Eglin Parkway, Suite 1D

Fort Walton Beach, FL 32548

B. OFFICERS

President: David Haadsma

Address: 99 Eglin Parkway, Suite 1D

Fort Walton Beach, FL 32548

Vice President: N/A (see attached Addendum for additional officers)

Address: _____

Secretary: Barry Hayes

Address: 99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Treasurer: Barry Hayes

Address: 99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

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

13. _____

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

14. _____

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

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Continuation of Section 12.A and B:

A. Additional Directors:

Andrew Stull
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Bill Loran
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Michael McKinney
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Mark Manno
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Steve Davis
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

John Warren
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

B. Additional Officers:

Glen Fradenburg, Chief Executive Officer
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

David Haadsma, Chief Operating Officer
99 Eglin Parkway, Suite 1D, Fort Walton Beach, FL 32548

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for BSAFE ONLINE, INC. (filing number: 161427600), a Domestic Business Corporation, was filed in this office on January 25, 2001.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 28, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State