

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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MJH

05 JUN 13 11:05 AM

RECEIVED
05 JUN 13 PM 4:17
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MVisible Technologies, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: mVisible Technologies, 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:

Evan M. Bienstock, Esq.
(Name of Person)

Foley & Lardner LLP
(Firm/Company)

111 Huntington Ave., 26th Floor
(Address)

Boston, MA 02199
(City/State and Zip code)

For further information concerning this matter, please call:

Evan M. Bienstock, Esq. at (617) 342-4000
(Name of Person) (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:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

08 JUN 19 10 05 AM '05

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. mVisible Technologies, 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. Delaware

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

3. 04-3815993

(FEI number, if applicable)

4. May 24, 2005

(Date of incorporation)

5. Perpetual

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

6. May 24, 2005

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

7. 804 SE 13th Street, Deerfield Beach, FL 33441

(Principal office address)

804 SE 13th Street, Deerfield Beach, FL 33441

(Current mailing address)

8. Cellular phone technology production and sales

(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: 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:

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
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:

05 JUN 16 11 08:51

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Scott G. Kinnear

Address: 804 SE 13th Street, Deerfield Beach, FL 33441

Director: Michael Willis

Address: 804 SE 13th Street, Deerfield Beach, FL 33441

B. OFFICERS

President: Scott G. Kinnear

Address: 804 SE 13th Street, Deerfield Beach, FL 33441

Vice President: _____

Address: _____

Secretary: Scott G. Kinnear

Address: 804 SE 13th Street, Deerfield Beach, FL 33441

Treasurer: Scott G. Kinnear

Address: 804 SE 13th Street, Deerfield Beach, FL 33441

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

13. Scott G. Kinnear
(Signature of Director or Officer listed in number 12 of the application)

14. Scott G. Kinnear, Director
(Typed or printed name and capacity of person signing application)

FROM CT WILMINGTON - TEAM 6

(MON) 6.13.05 11:19/ST. 11:19/NO. 4863777670 P 2

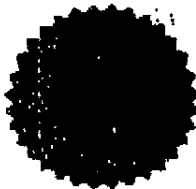
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MVISIBLE TECHNOLOGIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3974829 8300

AUTHENTICATION: 3944671

050490361

DATE: 06-13-05