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DIVISION OF CORPORATIONS
FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

BSECURE TECHNOLOGIES, INC.

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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. BSECURE TECHNOLOGIES, 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. DELAWARE

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

3. 20-3897474

(FBI number, if applicable)

4. DECEMBER 5, 2005

(Date of incorporation)

5. PERPETUAL

(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. 308 8TH STREET, BRISTOL, TENNESSEE 37620

(Principal office address)

308 8TH STREET, BRISTOL, TENNESSEE 37620

(Current mailing address)

8. ANY BUSINESS THAT IS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA

(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

Office Address: 1200 SOUTH PINE ISLAND RD.

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.

CT CORPORATION

By: Caine Bryan

(Registered agent's signature)

COWNE 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:

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TAMM HALL, 1000
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: JOSEPH R. GREGORY

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

Vice Chairman: _____

Address: _____

Director: WILLIAM E. LORAN, III

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

Director: ANDREW K. STULL

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

B. OFFICERS

President: DAVID HAADSMAN

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

Vice President: _____

Address: _____

Secretary: WILLIAM E. LORAN, III

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

Treasurer: ANDREW K. STULL

Address: 308 8TH STREET, BRISTOL, TENNESSEE 37620

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. ANDREW K. STULL - DIRECTOR AND TREASURER

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

Delaware

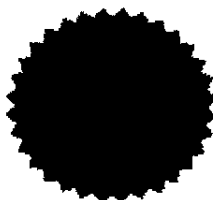
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BSECURE 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 FIFTH DAY OF JANUARY, A.D. 2006.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4424829

DATE: 01-05-06