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02/03/06--01002--007 **1150.00

12/06/05--01017--006 **70.00

Penalty

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Arsenal Digital Solutions Worldwide 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:

Kimberly Pruett
(Name of Person)
Arsenal Digital Solutions
(Firm/Company)
8000 Regency Parkway, Suite 100
(Address)
Cary NC 27511
(City/State and Zip code)

For further information concerning this matter, please call:

Kimberly Pruett at (919) 466-6700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2005

KIMBERLY PRUETT
ARSENAL DIGITAL SOLUTIONS
8000 REGENCY PARKWAY, SUITE 100
CARY, NC 27511

SUBJECT: ARSENAL DIGITAL SOLUTIONS WORLDWIDE, INC.
Ref. Number: W05000054623

We have received your document for ARSENAL DIGITAL SOLUTIONS WORLDWIDE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

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

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 705A00071474

**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. Arsenal Digital Solutions Worldwide, 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 3. 56-2109034
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 1, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8000 Regency Parkway Ste 100 Cary, NC 27511
(Principal office address)
8000 Regency Parkway, Ste 100 Cary NC 27511
(Current mailing address)

8. Electronic Data Protection
(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: Corporate Creations Network, Inc.

Office Address: 11380 Prosperity Farms Rd, Sk #221E
Palm Beach Gardens, Florida 33410
(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.

Jessie Vella, Vice President
(Registered agent's signature)

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:

A. DIRECTORS

Chairman: Frank Brick

Address: 67 Golden Heather
Chapel Hill, NC 27517

Vice Chairman: Kevin Pollard

Address: 114 Mulberry Dr.
New Orleans, LA 70005

Director: Alasdair Pein

Address: 33 Riverside Ave, 5th Floor
Westport, CT 06880

Director: David Lloyd

Address: Dukes Court, 32 Dukes St., St. James
London, England SW14 6DF, UK

B. OFFICERS

President: Frank Brick

CEO

Address: 67 Golden Heather
Chapel Hill, NC 27517

Vice President: Steven Horan

CFO

Address: 107 Redfern Dr
Cary, NC 27511

Secretary: Samuel Sigarto

COO

Address: 1509 Liatris Lane, Raleigh, NC 27613

Treasurer:

Address:

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. Steven Horan, Chief Financial Officer

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

Delaware

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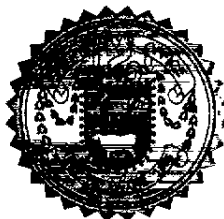
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARSENAL DIGITAL SOLUTIONS WORLDWIDE, 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 SECOND DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ARSENAL DIGITAL SOLUTIONS WORLDWIDE, INC." WAS INCORPORATED ON THE FIRST DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3134300 8300

AUTHENTICATION: 4270474

050896323

DATE: 11-02-05