



November 3, 1998

Florida Department of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida  
32314

100002683251--8  
-11/09/98--01088--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

**F94000001253**

RE: Application By Foreign Profit Corporation to File Amendment To  
Application for Authorization to Transact Business in Florida  
MFP Financial Services Inc. - F94000001253

Attached is the amended Application By Foreign Profit Corporation to File Amendment To Application for Authorization to Transact Business in Florida. Please note that effective September 15, 1998 the corporation changed its name to MFP Financial Services Inc. Attached is a certificate of good standing reflecting the name change and Certificate of Good Standing. Also enclosed is a cheque in the amount of \$35.00 to cover your fee.

Please register the Amended Application for Certificate of Authority to transact business in Florida and provide us with evidence thereof.

Yours very truly,

**MFP FINANCIAL SERVICES INC.**  
(formerly known as MFP Technology Services Inc.)

*Jennifer Mendonsa*

Jennifer Mendonsa  
Corporate Law Clerk

jm

Florid2\company\mfp-inc\letters

**FILED**  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



December 4, 1998

Florida Department of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida  
32314

ATTENTION: Doug Spitler  
Document Specialist

Dear Sir:

RE: Application By Foreign Profit Corporation to File Amendment To  
Application for Authorization to Transact Business in Florida  
MFP Financial Services Inc. - F94000001253

FILED  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We acknowledge receipt of your letter dated November 12, 1998, and enclose the Application By Foreign Profit Corporation to File Amendment To Application for Authorization to Transact Business in Florida.

Please register the Amended Application for Certificate of Authority to transact business in Florida and provide us with evidence thereof.

Received  
12-14-98

Yours very truly,

**MFP FINANCIAL SERVICES INC.**  
(formerly known as MFP Technology Services Inc.)

Jennifer Mendonsa  
Corporate Law Clerk

jm

Florid2\company\mfp-inc\letters



January 13, 1998

**VIA COURIER**

Florida Department of State  
**Corporation Division**  
P.O. Box 6327  
Tallahassee, Florida  
32314

**ATTENTION: Doug Spittler**  
**Document Specialist**

Dear Sir:

**RE: Application By Foreign Profit Corporation to File Amendment To**  
**Application for Authorization to Transact Business in Florida**  
**MFP Financial Services Inc. – F94000001253**

**FILED**  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Further to your letter dated December 28, 1998, attached is a certified copy of the corporate resolution adopting the alternate name "MFP FINANCIAL SERVICES (OF DELAWARE) INC." to be used in Florida.

We trust that the information is satisfactory and if you need any further assistance, please call me at 1-800-433-5553 Ext.869.

Yours very truly,

**MFP FINANCIAL SERVICES INC.**  
(formerly known as MFP Technology Services Inc.)

Jennifer Mendonsa  
Corporate Law Clerk

jm

Florid2\company\mfp-inc\letters



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 12, 1998

JENNIFER MENDONSA  
C/O MFP TECHNOLOGY SERVICES INC.  
2281 NORTH SHERIDAN WAY  
MISSISSAUGA, ON L5K-2S3

SUBJECT: MFP TECHNOLOGY SERVICES INC.  
Ref. Number: F94000001253

FILED  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MFP TECHNOLOGY SERVICES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with 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) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 598A00054671

*Send in cross-reference.*

*MFP Financial  
Services Inc.  
Clearwater -  
cross-reference*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 28, 1998

JENNIFER MENDONSA  
C/O MFP TECHNOLOGY SERVICES INC.  
2281 NORTH SHERIDAN WAY  
MISSISSAUGA, ON L5K-2S3

SUBJECT: MFP TECHNOLOGY SERVICES INC.  
Ref. Number: F94000001253

FILED  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for MFP TECHNOLOGY SERVICES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with 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) 487-6957.

Doug Spittler  
Document Specialist

Letter Number: 598A00060641

(Pursuant to s. 607.1504, F.S.)

October 14, 1998

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Date

V.P., Gen.Counsel & Corporate Secretary

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Title

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MFP TECHNOLOGY SERVICES INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MFP FINANCIAL SERVICES INC.", THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



2142622 8320

981416738

*Edward J. Freel*  
Edward J. Freel, Secretary of State

9382076

AUTHENTICATION:

DATE: 10-30-98

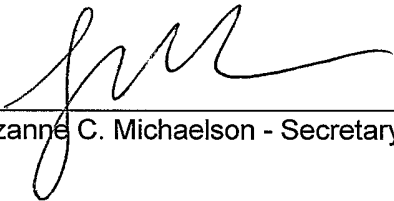
FILED  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MFP FINANCIAL SERVICES INC. (THE "CORPORATION")**

**"RESOLVED THAT:**

1. The Corporation hereby adopts the alternate name "MFP FINANCIAL SERVICES (OF DELAWARE) INC." in place of the Corporation's legal name MFP FINANCIAL SERVICES INC., for registration in Florida or any other state in the United States of America where the Corporation's legal name is not available due to a conflict.
2. The proper officers of the Corporation are hereby authorized to execute and deliver all such documents which may be necessary to carry out the intent of this resolution."

The undersigned, Suzanne C. Michaelson, Secretary of the Corporation, hereby certifies that the foregoing is a true and correct copy of resolutions of the Corporation made the 13<sup>th</sup> day of November, 1998 and remain unamended as of the 12<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Suzanne C. Michaelson - Secretary

FILED  
98 DEC 14 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA