

F9500002833

2601 SOUTH BAYSHORE DRIVE  
SUITE 1800  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 858-5555  
TELEFAX (305) 858-4777

ADRIANO ZER  
ATTORNEYS AT LAW  
ONE BOCA PLACE  
2255 GLADES ROAD  
SUITE 342W  
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 994-4411  
TELEFAX (407) 997-7173

NEW RIVER CENTER, SUITE 1400  
200 EAST LAS OLAS BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301  
TELEPHONE (305) 832-0050  
TELEFAX (305) 832-0350

April 24, 1995

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

Re: EIS HOLDINGS, INC.

PLEASE REPLY TO:  
BOCA RATON OFFICE

400001467684  
-06/14/95--01022--021  
\*\*\*\*\*700.00 \*\*\*\*\*700.00

400001467684  
-04/28/95--01015--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed herein is an original and one copy of the Application By Foreign Corporation For Authorization To Transact Business in Florida for EIS Holdings, Inc. A check for \$70.00 is also enclosed which represents the filing fee for this application.

Please stamp the copy once the Application By Foreign Corporation For Authorization To Transact Business In Florida is filed and return to me in the self-addressed stamped envelope for my records.

Thank you in advance for your immediate attention to this matter.

Sincerely,

*Barbara Tanella Hernandez*  
Barbara Tanella Hernandez  
Paralegal

/BTH  
EIS Holdings, Inc./11874.001

906/12  
95 JUN 12 PM 12:48  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 28, 1995

**BARBARA TANELLA HERNANDEZ**  
**ADORNO & ZEDER**  
2255 GLADES ROAD, SUITE 342W, ONE BOCA P  
BOCA RATON, FL 33431

**SUBJECT: EIS HOLDINGS, INC.**  
Ref. Number: W95000009090

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 12 PM 12:48

We have received your document for EIS HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 195A00020372

**ADORNO & ZEDER**

A PROFESSIONAL ASSOCIATION

ONE BOCA PLACE, SUITE 342W  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431  
TELEPHONE (407) 994-4411

FACSIMILE  
(407) 997-7173

June 8, 1995

Ms. Jennifer Sindt, Document Examiner  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 12 PM 12:48

Re: EIS Holdings, Inc.  
Ref. Number: W95000009090

Dear Ms. Sindt:

Enclosed please find the corrected Application By Foreign Corporation For Authorization To Transact Business In Florida for the above-referenced corporation pursuant to the instructions contained in your correspondence dated April 28, 1995.

Also enclosed please find a check made payable to the Florida Division of Corporations in the amount of \$700.00 which represents the annual report and penalty fees as outlined in your April 28th correspondence.

Should you have any questions with regard to this, please do not hesitate to contact me.

Sincerely,

*Barbara Tanella Hernandez*  
Barbara Tanella Hernandez  
Paralegal

/BTH

Encl.

corp.br/11874.001

**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. EIS HOLDINGS, INC.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words  
or abbreviations of like import in language, as will clearly indicate that it is a corporation instead  
of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. May 7, 1993  
(Date of Incorporation)
4. Perpetual  
(Duration)
5. 59-3216281  
(Federal Employer Identification number, if applicable)
6. April 13, 1994  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P. O. Box 2740, Sarasota, Florida 34230  
(Current mailing address)
8. Computer software  
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

**A. Directors**

Chairman: Lincoln Miller

Address: 773 St. Jude's Drive North  
Longboat Key, Florida 34228

Vice Chairman: Kurt Miller

Address: 1232 Palm Place Drive, NE  
Palm Bay, Florida 32905

Director: Margaret Miller

Address: 773 St. Jude's Drive North  
Longboat Key, Florida 34228

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
95 JUN 2 PM 12:48

**B. Officers**

President: Lincoln Miller

Address: 773 St. Judes Drive North  
Longboat Key, Florida 34228

Vice President: Kurt Miller

Address: 1232 Palm Place Drive, NE  
Palm Bay, Florida 32905

Secretary: Margaret Miller

Address: 773 St. Judes Drive North  
Longboat Key, Florida 34228

Treasurer: Margaret Miller

Address: 773 St. Judes Drive North  
Longboat Key, Florida 34228

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DIVISION OF CORPORATIONS  
95 JUL 12 PM 12:49

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: Lincoln Miller  
Office Address: 773 St. Judes Drive North  
Longboat Key, Florida

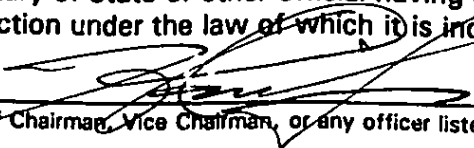
**11. Registered agent's acceptance:**

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: 

**12. 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 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.**

**13.**

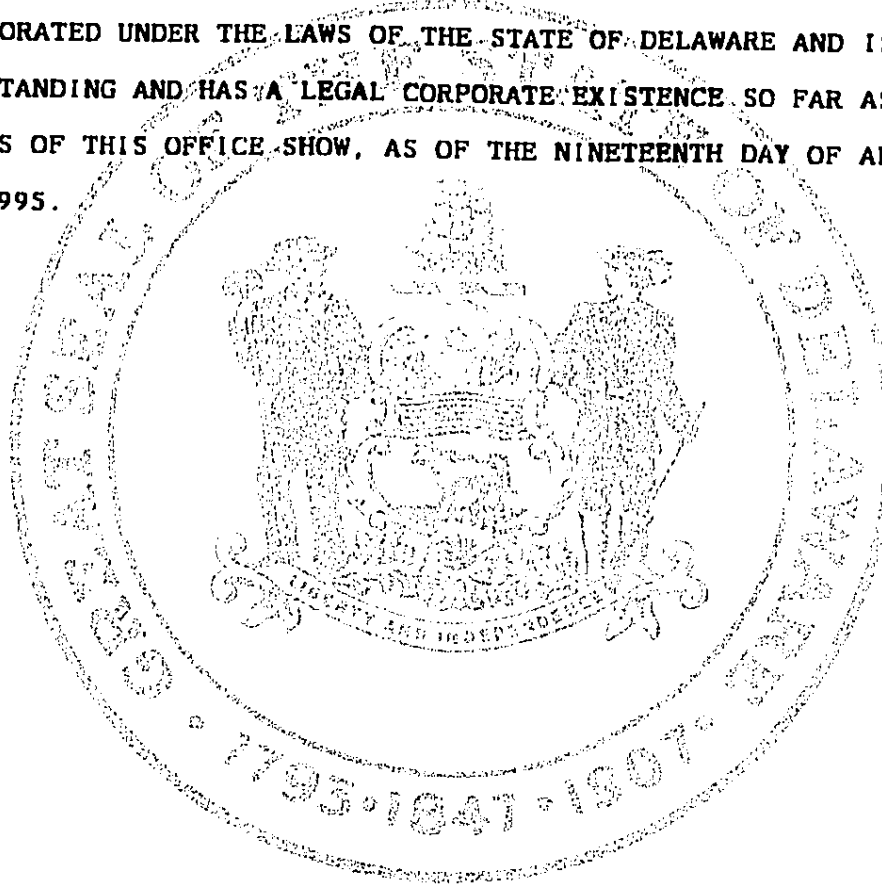
  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application.)

**14. Lincoln Miller, Chairman/President**

(Name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EIS HOLDINGS, 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 NINETEENTH DAY OF APRIL, A.D. 1995.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 12 PM 12:48



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

AUTHENTICATION:

DATE: 7477823

04-19-95

2335604 8300

950065102

F95000002833

EIS Holdings, Inc.  
PO Box 2740  
Sarasota, Florida 34230  
800-544-0027

March 11, 1996

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: EIS Holdings, Inc.  
Federal Identification Number: 59-3216281

400001754854  
-03/22/96--01096--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir/Madam:

Enclosed please find an application to file amendment to change the name of EIS Holdings, Inc. to USA Systems Group, Inc., the original certificate from the State of Delaware and a check for the filing fees and for a certified copy of the name change. Please mail the certified copy to the above address. If you have any questions please call me at 800-544-0027 ext. 328.

Very Truly Yours,

*Kurt J. Miller*  
Kurt J. Miller  
Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 22 AM 9:21

*nc*  
FRI APR 2 1996

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

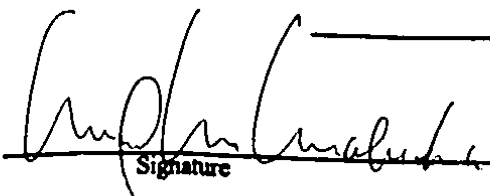
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 22 AM 9:21

1. EIS Holdings, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 6/12/95  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/23/96
5. USA Systems Group, Inc.  
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

  
Signature

3/11/96  
Date

Massoud Michael Mobarekeh  
Typed or printed name

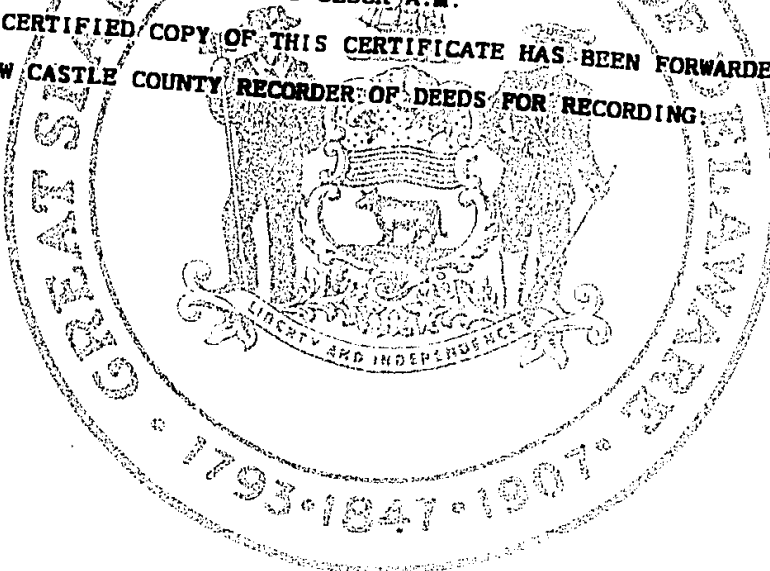
President  
Title



State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EIS HOLDINGS, INC.", CHANGING ITS NAME FROM "EIS HOLDINGS, INC." TO "USA SYSTEMS GROUP, INC." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7800149

01-23-96

2335604 8100

960020653