

F9500004837
THE COMPANY CORPORATION
Three Christina Center 201 N. Walnut Street Wilmington, Delaware Telephone: (302) 575-1111 Fax: (302) 575-1344

September 28, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Nortex Corporation
9507102511283

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -6 AM 9:12

mtu

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for Nortex Corporation

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

200001606982
-10/11/95--01086--007
*****70.00 *****70.00

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1995

MARC LACASSE
NORTEX CORPORATION
P.O. BOX 191483
MIAMI BEACH, FL 33119-1483

SUBJECT: NORTEX CORPORATION
Ref. Number: W95000015899

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DIVISION OF CORPORATIONS
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We have received your document for NORTEX CORPORATION . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$70.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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 CORPORATE SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the

of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 695A00037074

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MARC LACASSE, do hereby certify that this Resolution of the Board of Directors of NORTEX CORPORATION, a corporation duly organized and existing under the laws of the State of DELAWARE was duly adopted on 8/24, 19 95.

Resolved, that NORTEX CORPORATION, organized and existing in the State of DELAWARE, hereby adopts the name NORTEX SOFTWARE CORPORATION for use in Florida.

Dated: 8/24/95

Marc Lacasse
Signature of at least one director

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DIVISION OF CORPORATIONS
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ENTERED AUG 31 1995

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. NORTEX CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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 3. 65-06-01169
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/10/95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. P.O. BOX 191483
MIAMI BEACH, FL 33119-1483
(Current mailing address)
8. CONSULTING OR ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) BE
ORGANIZED.

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9. Name and street address of Florida registered agent:

Name: Larry Wolfe
Office Address: 200-A John Knox Road
Tallahassee, Florida, 32303-6643
(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.

see attached
(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.

ENTERED 11/21/95

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: MARC LACASSE

Address: 1308 DREXEL AVE, #104

MIAMI BEACH, FL, 33139

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MARC LACASSE

Address: 1308 DREXEL AVE, #104

MIAMI BEACH, FL, 33139

Vice President: _____

Address: _____

Secretary: MARC LACASSE

Address: 1308 DREXEL AVE #104

MIAMI BEACH, FL 33139

Treasurer: _____

Address: _____

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

13. Marc L.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARC LACASSE, President
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Nortex Software Corporation
desiring to organize under the laws of the state of Florida with its principal place
business located in the city of Miami Beach, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.



Larry Wolfe

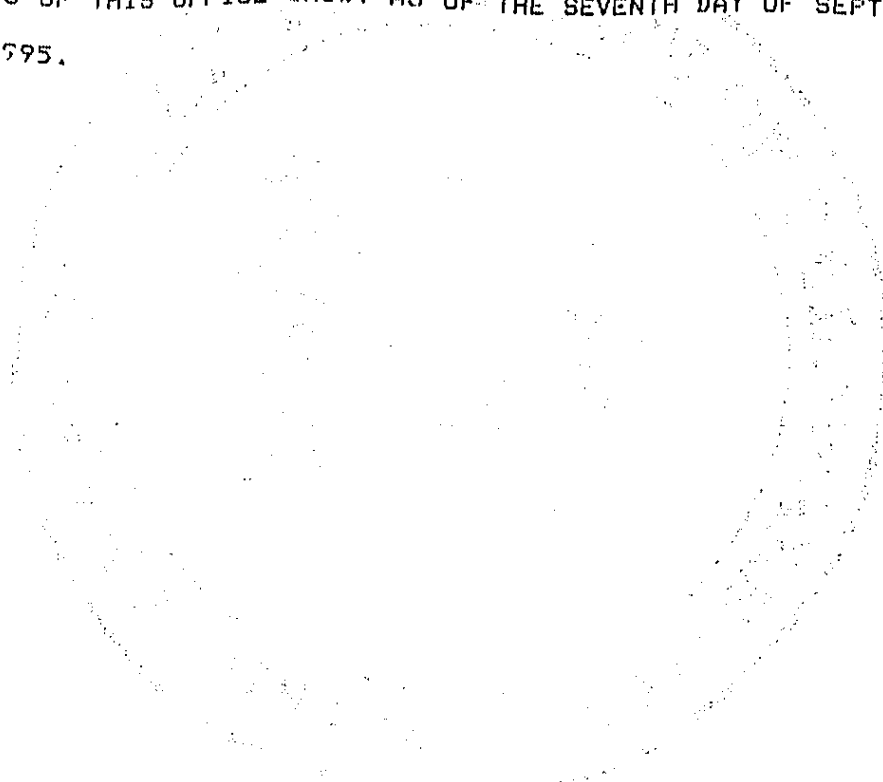
9/15/95
Date

95 OCT -6 PM 9:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTEX CORPORATION" 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 SEVENTH DAY OF SEPTEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -6 AM 9:12



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7632082

DATE: 09-07-95

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