

F95000005170

GOODMAN WEISS MILLER
100 ERIEVIEW PLAZA, 27TH FLOOR
CLEVELAND, OHIO 44114-1824

October 17, 1995

TELEPHONE: (216) 696-3388
FAX: (216) 263-6835

Qualification/Registration Section
Division of Corporations
Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

Re: New Meta Licensing Corporation
Foreign Corporation to be qualified to do business in Florida

Dear Sir/Madam:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and a check in the amount of \$78.75 to register the above referenced foreign corporation to transact business in Florida.

Please return the filed document to the undersigned at:

Goodman Weiss Miller
100 Erieview Plaza, 27th Floor
Cleveland, OH 44114

If you have any questions, please call me at (216) 696-3366
Thank you.

Very truly yours,

GOODMAN WEISS MILLER FREEDMAN

Gail Heidenreich
Gail Heidenreich
Legal Assistant

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Enclosures

cc: Jay R. Faeges, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*****78.75 *****78.75

**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 transact business in the State of Florida:

1. **Name of corporation:** New Meta Licensing Corporation
2. **State of incorporation:** Delaware
3. **Date of incorporation:** September 22, 1995
4. **Duration:** Perpetual
5. **Date first transacted business in Florida:** September 29, 1995
6. **Mailing address:** 43 Barkley Circle, Ft. Myers, Florida
7. **Purpose of corporation authorized in home state to be carried out in the State of Florida:** To engage in any lawful act or activity for which corporations may be organized under Florida Statutes.
8. **Name and address of Florida registered agent:**

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33224
9. **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 SYSTEM,
Registered Agent

By _____

Name Gil S. Apelis

Title Asst. Secretary

SECRET
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10. Attached is a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated not more than 90 days prior to the delivery of this application to the Department of State.

11. **Names and addresses of Officers:**

President: David B. Swank
4000 Embassy Parkway, Suite 300
Akron, OH 44333

Chief Executive Officer: Ynjiun P. Wang
43 Barkley Circle
Ft. Myers, FL 33907

Vice President - Finance, Treasurer & Asst. Secretary: Kenneth W. Haver
3330 West Market Street
Akron, OH 44334-0582

Secretary: Jay R. Faeges
100 Erieview Plaza, 27th Fl.
Cleveland, OH 44114

12. **Names and addresses of Directors:**

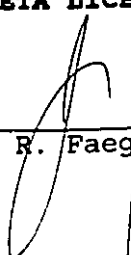
David B. Swank
4000 Embassy Parkway, Suite 300
Akron, OH 44333

Ynjiun P. Wang
43 Barkley Circle
Ft. Myers, FL 33907

Yung Fu Chang
43 Barkley Circle
Ft. Myers, FL 33907

Robert A. Eberle
S. 801 Stevens
P.O. Box 179
Spokane, WA 99210-0179

NEW META LICENSING CORPORATION

By  _____
Jay R. Faeges, Secretary

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 "NEW META LICENSING 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 TWELFTH DAY OF OCTOBER, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 OCT 24 PM 12:17




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7673429

10-12-95

2545430 8300

950232890

GOODMAN WEISS MILLER
100 ERIEVIEW PLAZA, 27TH FLOOR
CLEVELAND, OHIO 44114-1824

F95000005170

TELEPHONE (216) 596-3388
FAX (216) 363-5835

Ms. Carol Mustain
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001663998
-12/18/95--01038--002
*****35.00 *****35.00

Re: New Meta Licensing Corporation

Dear Carol:

As we discussed over the telephone, enclosed is an Application for Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for New Meta Licensing Corporation changing the corporate name to Metanetics Corporation.

The Certificate of Corporate Existence issued by the Office of the Secretary of State of the State of Delaware for Metanetics was enclosed with my previous filing which you are holding. The Certificate you are holding should be used for the filing transmitted herewith.

The enclosed Certificate of Corporate Existence for Meta Holding Corporation should be used with the filing you are holding.

Also enclosed is a check in the amount of \$35 to cover the filing fee.

A second copy of the Application is enclosed. Please time-stamp and return the copy to the undersigned in the return envelope provided for your convenience.

Thank you for your cooperation.

Very truly yours,

Gail Heidenreich

Gail Heidenreich
Legal Assistant

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Enclosures

12-6
F95000005170

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. NEW META LICENSING CORPORATION
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: DELAWARE
3. Date authorized to do business in Florida: 10/24/95

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?

11/03/95

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:


METANETICS CORPORATION

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

X 
Signature
Name and Title
YNJIUN P. WANG, PRESIDENT


X 12/1/95
Date

FILED
95 DEC -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "METANETICS 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 FOURTEENTH DAY OF NOVEMBER, A.D. 1995.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2545430 8300

DATE: 7709936

950259835

11-14-95