

ADVANCED HOUSING CORPORATION
730 SW 3RD AVENUE, SUITE #202 MIAMI, FL 33129 TEL (305) 588-1600 FAX (305) 588-1650
F96000000370

January 8, 1996

W96-964

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001686887
-01/11/96--01054--012
****122.50 ****122.50

Re: Advanced Housing Corporation, N.J.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and a check in the amount of \$122.50 made payable to the Secretary of State, are submitted to register the above referenced corporation to transact business in Florida.

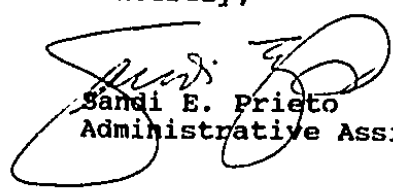
Please return all correspondence concerning this matter to the following:

Barry S. Goldmeier
President
Advanced Housing Corporation
2730 S.W. 3rd Avenue
Suite #202
Miami, Florida 33129



Should you need to call someone concerning this matter, please contact the undersigned at (305) 858-1600.

Sincerely,


Sandi E. Prieto
Administrative Assistant

SEP/me
Enclosures

0108.10

FILED
96 JAN 23 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

BARRY S. GOLDMEIER
ADVANCED HOUSING CORPORATION
2730 SW 3RD AVE., #202
MIAMI, FL 33129

SUBJECT: ADVANCED HOUSING CORPORATION
Ref. Number: W9600000964

We have received your document for **ADVANCED HOUSING CORPORATION** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed on your certificate even though that name is unavailable for use in Florida. A resolution by the board of directors (copy enclosed) will need to be completed listing the alternate name the corporation has chosen for use in Florida.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

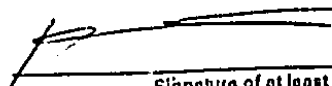
Letter Number: 496A00001586

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Barry S. Goldmeier, do hereby certify that this Resolution of the Board of Directors of Advanced Housing Corporation, a corporation duly organized and existing under the laws of the State of New Jersey, was duly adopted on January 19, 19 96.

Resolved, that Advanced Housing Corporation, organized and existing in the State of New Jersey, hereby adopts the name Advanced Housing Corporation, N.J. for use in Florida.

Dated: January 19, 1996


Signature of at least one director
Barry S. Goldmeier, President

FILED
96 JAN 23 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. ADVANCED HOUSING 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. New Jersey, USA

(State or country under the law of which it is incorporated)

3. 22-3328646

(FBI number, if applicable)

4. October 25, 1994

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1996

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 461 From Road, 2nd Floor - P.O. Box 1765

Paramus, New Jersey 07652

(Current mailing address)

8. Affordable Housing

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: Barry S. Goldmeier

Office Address: 2730 S.W. 3rd Avenue, Suite #202

Miami

, Florida, 33129

(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.


(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.

FILED
96 JUN 23 11 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Barry S. Goldmeier

Address: 1000 Mariner Drive

Key Biscayne, Florida 33149

Vice President: N/A

Address: _____

Secretary: Lee S. Goldmeier

Address: 18 Club Road

Upper Mont Clair, New Jersey 07043

Treasurer: Lee S. Goldmeier

Address: 18 Club Road

Upper Mont Clair, New Jersey 07043

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

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

14. Barry S. Goldmeier, President
(Typed or printed name and capacity of person signing application)

FILED
96 JAN 23 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW JERSEY SECRETARY OF STATE

ADVANCED HOUSING CORPORATION

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON OCT. 25, 1994.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

C/O CREATIVE CAPITAL CORP.

461 FROM ROAD, 2ND FL.

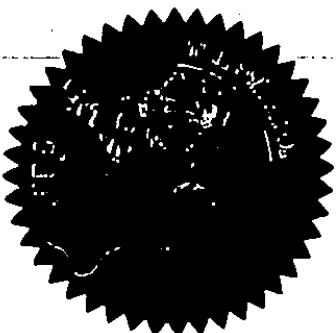
PARAMUS

NJ 07652

AND THE REGISTERED AGENT IS LEE S. GOLDMEIER.

JAN. 02, 1996

FILED
96 JAN 23 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Konnie R. Hooty

F9600000370

201 HAN STREET
TALLAHASSEE, FL 32301-1007
904-22-0177
904-22-0177 FAX

800-3-8-8000



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 059020 4809065

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : August 20, 1996

ORDER TIME : 9:39 AM

ORDER NO. : 059020

700001828887

CUSTOMER NO: 4809065

CUSTOMER: Barbara Gorman, Legal Asst
Venable Baetjer And Howard
1800 Mercantile Bank & Tr Bldg
2 Hopkins Plaza
Baltimore, MD 212012978

FILED
96 AUG 21 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: AMERICAN COMPUTER AND
ELECTRONICS CORPORATION

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

NC
8/21

RECEIVED
96 AUG 21 AM 10:47
DIVISION OF CORPORATION

PROFIT CORPORATION

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

(Pursuant to n. 007.1504, F.S.)

SECTION I

(1-3 must be completed)

1: American Computer and Electronics Corporation

Name of corporation as it appears on the records of the Department of State.

2. Maryland

Incorporated under the laws of

3. July 22, 1996

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? August 6, 1996

5. ACE*COMM Corporation

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

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

~~ACE~~*COMM Corporation

BY:

Startseite

George T. Jigenez

Typed or printed name

August 15, 1996

Date _____

President and Treasurer

Tides

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

08-06-96 at 12:46 p.m.

AMERICAN COMPUTER AND ELECTRONICS CORPORATION
ARTICLES OF AMENDMENT

American Computer and Electronics Corporation, a Maryland corporation having its principal office in Montgomery County, Maryland, Maryland (hereinafter called the "Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Company is hereby amended by striking out Articles SECOND and FIFTH and inserting in lieu thereof the following:

SECOND: The name of the corporation (which is hereafter referred to as the "Company") is ACE*COMM Corporation.

FIFTH: The Company is authorized to issue 45,341,211 shares of which 45,000,000 shares shall be Common Stock with a par value of \$.01 per share, 1,000 shares shall be Class B Preferred Stock with a par value of \$1.00 per share, 211,727 shares shall be Class C Convertible Preferred Stock, Series 1, with a par value of \$5.14 per share and 128,484 shares shall be Class C Convertible Preferred Stock, Series 2, with a par value of \$5.14 per share. The aggregate par value of all shares having par value which the Company is authorized to issue is \$2,199,684.54

SECOND: The foregoing amendment to the charter of the Company was duly and unanimously approved and advised by the Board of Directors on June 23, 1996, and was approved by the affirmative vote of the stockholders of the Company as required by the Maryland General Corporation Law on August 5, 1996.

THIRD: The foregoing amendment to the charter of the Company has been duly advised by the Board of Directors and approved by the stockholders of the Company in the manner and by the vote required by law.

FOURTH: (a) The total number of shares of all classes of stock of the Company authorized prior to this amendment, and the number and par value of each class, were as follows:

6,633,211 shares with an aggregate par value of One Million Eight Hundred Twelve Thousand Six Hundred Four Dollars and Fifty-Four Cents (\$1,812,604.54), of which 6,292,000 are common stock with a par value of \$.01 per share and an aggregate par value of Sixty-Two Thousand Nine Hundred Twenty Dollars (\$62,920.00), 1,000 shares are Class B Preferred with a par value of One Thousand Dollars (\$1,000.00), 211,727 shares are Class C Convertible Preferred, Series 1, with a par value of \$5.14 per share and an aggregate par value of One Million Eighty-Eight

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 8-12-96	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <i>Legat</i>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

Thousand Two Hundred Seventy-Six Dollars and Seventy-Eight Cents (\$1,088,276.78), and 128,484 shares are Class C Convertible Preferred, Series 2, with a par value of \$5.14 per share and an aggregate par value of Six Hundred Sixty Thousand Four Hundred Seven Dollars and Seventy-Six Cents (\$660,407.76).

(b) The total number of shares of all classes of stock of the Company as increased, and the number and par value of the shares of each class, are as follows:

45,341,211 shares with an aggregate par value of Two Million One Hundred Ninty-Nine Thousand Six Hundred Eighty-Four Dollars and Fifty-Four Cents (\$2,199,684.54), of which 45,000,000 are common stock with a par value of \$.01 per share and an aggregate par value of Four Hundred Fifty Thousand Dollars (\$450,000.00), 1,000 shares are Class B Preferred with a par value of \$1.00 per share and an aggregate par value of One Thousand Dollars (\$1,000.00), 211,727 shares are Class C Convertible Preferred, Series 1, with a par value of \$5.14 per share and an aggregate par value of One Million Eighty-Eight Thousand Two Hundred Seventy-Six Dollars and Seventy-Eight Cents (\$1,088,276.78), and 128,484 shares are Class C Convertible Preferred, Series 2, with a par value of \$5.14 per share and an aggregate par value of Six Hundred Sixty Thousand Four Hundred Seven Dollars and Seventy-Six Cents (\$660,407.76).

(c) The aggregate par value of all shares of all classes of stock of the Company heretofore authorized was \$1,812,604.54. The aggregate par value of all shares of all classes of stock as increased by this amendment is \$2,199,684.54. This amendment has the effect of increasing the aggregate par value of all shares of all classes of stock of the Company by \$387,080.00.

IN WITNESS WHEREOF, AMERICAN COMPUTER AND ELECTRONICS CORPORATION has caused these Articles of Amendment to be signed in its name and on its behalf by its Vice President and attested by its Secretary this 5th day of August, 1996, and its Vice President acknowledges that they are the act and deed of the Company and states under the penalties of perjury that to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all material respects.

ATTEST:

AMERICAN COMPUTER AND ELECTRONICS
CORPORATION


Loretta L. Rivers, Secretary

By: 
S. Joseph Dorr, Vice President

DC100CS1/0035186.02