

F96000001403

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300001718913
-02/20/96--01052--006
*****78.75 *****78.75

SUBJECT: POWERSION CORPORATION W96-3876
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

NITIN V UPLEKAR
(Name of Person)
POWERSION CORPORATION
(Firm/Company)
14213 TWIG ROAD
(Address)
SILVER SPRING MD 20905
(City/State/Zip)

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DIVISION OF CORPORATIONS
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12/3/96

Should you need to call someone concerning this matter, please call:

NITIN V UPLEKAR at (301) 879 2050
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

NITIN V UPLEKAR
POWERVISION CORPORATION
14213 TWIG RD
SILVER SPRING, MD 20905

SUBJECT: POWERVISION CORPORATION
Ref. Number: W96000003876

We have received your document for POWERVISION CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 laws 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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 696A00007450

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned NITIN V. UPLEKAR, do hereby certify that this Resolution of the Board of Directors of POWERVISION CORPORATION, a corporation duly organized and existing under the laws of the State of MARYLAND, was duly adopted on MARCH 14, 1996.

Resolved, that POWERVISION CORPORATION, organized and existing in the State of MARYLAND, hereby adopts the name POWERVISION CORPORATION OF MARYLAND for use in Florida.

Dated: MARCH 14, 1996

N V Uplekar

Signature of at least one director

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

3. 52-1753591
(FBI number, if applicable)

4. DEC 21, 75
(Date of Incorporation)

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

6. JAN 3, 76
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 14213 TIGR ROAD
SILVER SPRING MD 20905
(Current mailing address)

8. SOFTWARE DEVELOPMENT
(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 NOT acceptable)

Name: NITIN UPLEKAR

Office Address: 4045/D VILLAGE DR

DELRAY BEACH, Florida, 33445
(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.

N Uplekar 2/13/76
(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.

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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: NITIN V. UPLEKAR
Address: 4045/D VILLAGE DR DELRAY BEACH FL 33445

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: NITIN V UPLEKAR
Address: 4045/D VILLAGE DR
DELRAY BEACH FL 33445

Vice President: GINDER UPLEKAR
Address: 14213 TWIG ROAD
SILVER SPRING MD 20905

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

13. N. V. Uplekar
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NITIN V UPLEKAR
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

428234

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

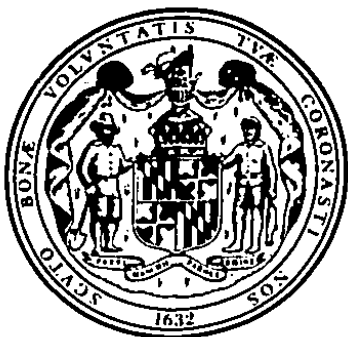
I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS DEPARTMENT THAT POWERVISION CORPORATION FILED ARTICLES OF INCORPORATION WITH THIS DEPARTMENT ON DECEMBER 21 1995.

I FURTHER CERTIFY THAT POWERVISION CORPORATION IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 1ST DAY OF MARCH, 1996.

Jacqueline C James
JACQUELINE C JAMES
OFFICE SUPERVISOR I