

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



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ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 987062 4362663

AUTHORIZATION :

COST LIMIT : \$ 70.00

Tatiana Pizot

ORDER DATE : June 13, 1996

ORDER TIME : 2:50 PM

ORDER NO. : 987062

CUSTOMER NO: 4362663

300001864333

CUSTOMER: Thomas A. Carpenter, Esq
Thorpe Technologies Inc.
9905 Painter Ave. / Ste. D

Whittier, CA 90605

FOREIGN FILINGS

NAME: THORPE TECHNOLOGIES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

956/18
96 JUN 17 AM 8:34
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. THORPE TECHNOLOGIES INC.
(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. CALIFORNIA 3. 33-0306916
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MAY 20, 1988 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. PROJECTED AS AUGUST 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. THORPE TECHNOLOGIES INC.
9905 S PAINTER AVE SUITE D WHITTIER CA 90605
(Current mailing address)
8. ADMINISTRATIVE CONSULTANTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Vicki Schreiber Assistant V.P.
(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN E. ALLENAddress: 10550 ANGEL AVENUE
FOUNTAIN VALLEY CA 92708

Vice Chairman: _____

Address: _____

Director: THOMAS A. CARPENTERAddress: 3106 THREE BARS ROAD, ST. GEORGE UT 84790Director: GARY D. NEWBYAddress: 401 SAN LUIS REY ROAD
ARCADIA, CA 91007

B. OFFICERS

President: JOHN E. ALLENAddress: 10550 ANGEL AVENUE
FOUNTAIN VALLEY, CA 92708

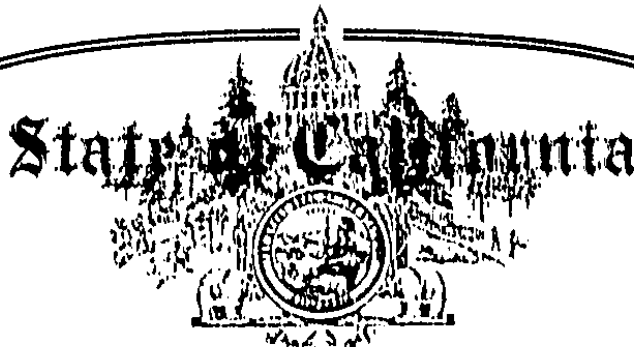
Vice President: _____

Address: _____

Secretary: THOMAS A. CARPENTERAddress: 3106 THREE BARS ROAD
ST. GEORGE, UT 84790Treasurer: THOMAS A. CARPENTERAddress: 3106 THREE BARS ROAD
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)14. THOMAS A. CARPENTER
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 20th day of May, 19 88,

THORPE TECHNOLOGIES INC

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

June 13, 1996



Bill Jones

Secretary of State