

F96000003571

ET CORPORATION SYSTEM

1025 Vermont Avenue, NW
Washington, DC 20005
Tel. 202 393 1747
Fax 202 393 1760

May 20, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001848261
-05/29/96--01132--015
*****70.00 *****70.00

Re: XL COMPUTING CORPORATION
Order #: 521000

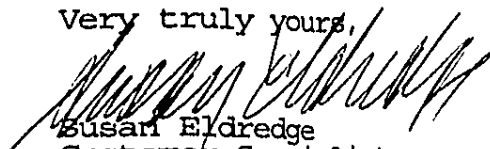
Dear Fulfillment Specialist:

As requested by counsel, we enclose for filing a qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed in due course.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-336-3376.

Very truly yours,


Susan Eldredge
Customer Specialist

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-07/17/96--01002--010
*****8.75 *****8.75

Enclosure(s)

7/16
96JUL 16 PM 12:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 30, 1996

CT CORPORATION SYSTEM
SUSAN ELDREDGE
1025 VERMONT AVE., N.W.
WASHINGTON, DC 20005

SUBJECT: XL COMPUTING CORPORATION d/b/a XL Computing and
Ref. Number: W96000011454 Communications
Corporation

We have received your document for XL COMPUTING CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 DOCUMENT SPECIALIST indicated.

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: 496A00027063

Hart,

Please back date to
5-30-96. Also, please
issue a good standing.
Thank you.

Tamara/CT

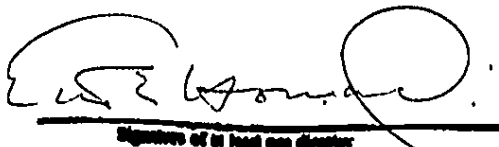
JUN-28-1996 12:42 FROM CORSTONE CORPORATION TO XL VISION P.02
SENT BY: 0-28-96 112:18PM ICT CORP. SYSTEM D.C.- 700 800 8028:0 2/ 2

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Everette E. Howard, do hereby certify
that this Resolution of the Board of Directors of XL Computing Corporation,
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on July 1, 19 96.

Resolved, that XL Computing Corporation organized
and existing in the State of Delaware, hereby adopts the
name XL Computing and Communications Corporation for use in Florida.

Dated: June 28, 1996


Signature of at least one director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. XI Computing 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

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

3. applied for

(FEI number, if applicable)

4. February 26, 1996

(Date of incorporation)

5. Perpetual

(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 617.156, F.S.))

7. 10300 102nd Terrace, Sebastian, Florida 32958

(Current mailing address)

8. Sale and distribution of computer, communication and related products.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Kevin J. Gallagher
(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. V.P.
(Type Name and Title of Officer)

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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: Everett E. Howard III

Address: 10300 102nd Terrace

Sebastian, Florida 32958

Vice Chairman: _____

Address: _____

Director: James H. Winch III

Address: 10300 102nd Terrace

Sebastian, Florida 32958

Director: Peter Hickey

Address: 10300 102nd Terrace

Sebastian, Florida 32958

B. OFFICERS

President: Everett E. Howard III

Address: 10300 102nd Terrace

Sebastian, Florida 32958

Vice President: _____

Address: _____

Secretary: James H. Winch III

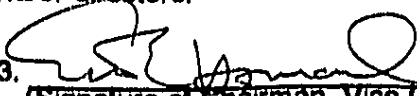
Address: 10300 102nd Terrace

Sebastian, Florida 32958

Treasurer: _____

Address: _____

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)

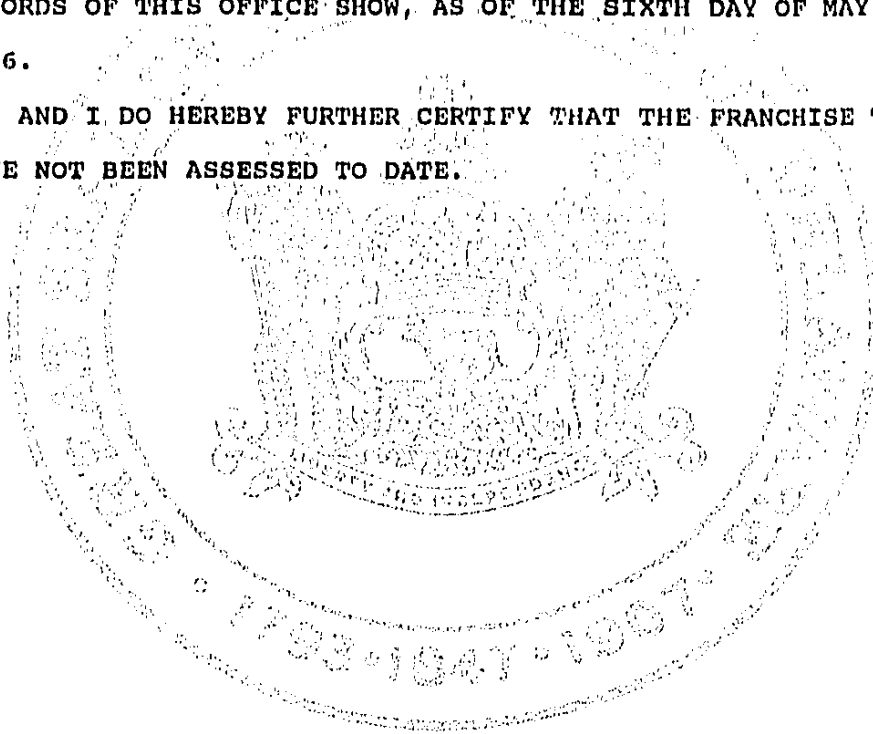
14. Everett E. Howard III, President _____
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XL COMPUTING 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 SIXTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 16 PM 12:16



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2506224 8300

DATE:

7934555

960130731

05-06-96