

F96000003629

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600001900806
-07/22/96--01084--005
*****70.00 *****70.00

SUBJECT: CED SYSTEMS, INC
(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:

W96-12398

William Croom
(Name of Person)

CED SYSTEMS, INC.
(Firm/Company)

8787 Southside Blvd #2810
(Address)

Jacksonville, FL 32256
(City/State/Zip)

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

William Croom at (904) 363-2886
(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

June 11, 1996

WILLIAM CROOM
CED SYSTEMS, INC.
8787 SOUTHSIDE BLVD #2810
JACKSONVILLE, FL 32256

SUBJECT: CED SYSTEMS, INC.
Ref. Number: W96000012398

We have received your document for CED SYSTEMS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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 note that we are returning the annual report receipt/certificate you submitted, as it is not the same as the certificate we require.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 796A00029046

**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. CED SYSTEMS, 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. NEVADA 3. 88-0317868
(State or country under the law of which it is incorporated.) (FBI number, if applicable)

4. MAY 16, 1996 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 1, 1996
(Date first transacted business in Florida. (SUB SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 3305 W SPRING MOUNTAIN RD STE 60 A
 LAS VEGAS, NV 89102
(Current mailing address)

8. COMPUTER SOFTWARE SERVICES
(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: WILLIAM CROOM

Office Address: 8787 Southside Bv, Ste 2810

 Jacksonville , Florida, 32256
(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.

 [Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: WILLIAM CROOM

Address: 8787 Southside Bv, Ste 2810 Jacksonville, FL 32256

Director: _____

Address: _____

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

President: WILLIAM CROOM

Address: 3305 W Spring Mountain Rd, # 60-A, Las Vegas, NV 89102

Vice President: _____

Address: _____


Secretary: Anna-Marie W Croom

Address: 3305 W Spring Mountain Rd, # 60-A, Las Vegas, NV 89102

Treasurer: Anna-Marie W. Croom

Address: 3305 W Spring Mountain Rd, # 60-A, Las Vegas, NV 89102

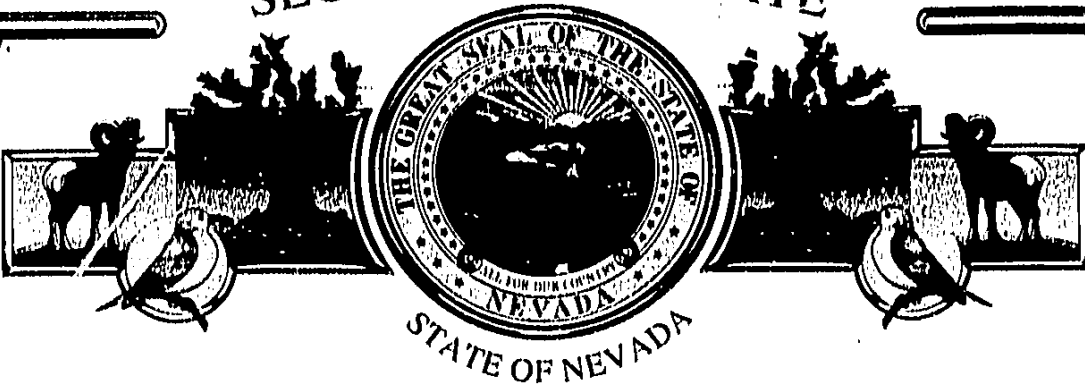
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. WILLIAM CROOM / PRESIDENT
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CED SYSTEMS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 3, 1994, and is in good standing in this state.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 8, 1996.



Dean Heller
Secretary of State

By *Carol Bibee*
Certification Clerk