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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-09/17/96--01129--002
*****70.00 *****70.00

SUBJECT: HEAVYWATER GROUP, LTD. CO.
(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:

Danielle DeVito-Hurley, Esq.
(Name of Person)
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
(Firm/Company)
500 E. Broward Blvd., Suite 1400
(Address)
Ft. Lauderdale, FL 33394
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 17 PM 3:00
mtn

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

Michelle L. Raab at (954) 468 - 1355
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. HEAVY WATER GROUP, LTD. CO.
(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. Hawaii
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. Nov. 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2870 Von Hamm Pl.
HONOLULU HI 96813
(Current mailing address)
8. DESIGN, OPERATE AND MANAGE BUSINESS OPPORTUNITIES ON THE INTERNET
(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: Valdes-Fauli Corporate Services, Inc.

Office Address: 500 E. Broward Blvd., Suite 1400

Ft. Lauderdale, Florida, 33394
(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.

Valdes-Fauli Corporate Services, Inc.

By:

Michael G. Platner, Vice President
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: RANDALL K. SCHMITT
Address: 2870 Von Hamm Place
Honolulu, Hawaii 96813
Vice Chairman: FRED LOPRESTO
Address: 891 Tantau Street
Cupertino, California 95014
Director: GARY LINDSAY
Address: 1723 Cherryhills Lane
San Jose, California 95125-3860
Director: BILL LINDSAY
Address: 1723 Cherryhills Lane
San Jose, California 95125-3860

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

President: RANDALL K. SCHMITT
Address: 2870 Von Hamm Place
Honolulu, Hawaii 96813
Vice President: BILL LINDSAY
Address: 1723 Cherryhills Lane
San Jose, California 95125-3860
Secretary: FRED LOPRESTO
Address: 891 Tantau Street
Cupertino, California 95014
Treasurer: FRED LOPRESTO
Address: 891 Tantau Street
Cupertino, California 95014

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

13. Randall K. Schmitt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. RANDALL K. SCHMITT, Pres / Ctmm
(Typed or printed name and capacity of person signing application)

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State of Hawaii
Department of Commerce and Consumer Affairs
Honolulu

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department

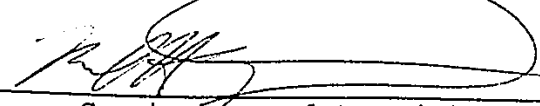
HEAVYWATER GROUP, LTD.

was incorporated under the laws of Hawaii on 01/20/1995 that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 09/10/1996


Director of Commerce and Consumer Affairs

By 
Commissioner of Securities

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