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Law Office
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2700 N.W. 43rd Street
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August 26, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/28/96--01086--001
*****70.00 *****70.00

Re: TEC-SCAN, INC.

Dear Sir or Madam:

W96-18235

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, and an original certificate of existence from the State of Michigan regarding the above-captioned foreign corporation.

Our firm's check in the amount of \$70.00 is also enclosed to cover the registration fee for said filing.

Please return a letter of acknowledgment upon registration.

Thank you and if you have any questions, or need any additional information, please don't hesitate to contact us.

Sincerely yours,

Carol W. Overacker
Carol W. Overacker
Paralegal

:cc
enclosures

xc: Joseph J. Gasper

9/24
FILED
96 SEP 23 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1996

HOLDEN, WILLIAMS, RAPPENECKER, EUBANK AND MILLS, P.A.
MERIDIEN CENTRE #C
2700 NW 43RD ST.
GAINESVILLE, FL 32606-7433

SUBJECT: TEC-SCAN, INC.
Ref. Number: W96000018235

We have received your document for TEC-SCAN, INC. 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 096A00040959

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOSEPH J. GASPER, do hereby certify
(Name)

that this Resolution of the Board of Directors of TEC-SCAN, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Michigan,

was duly adopted on September 13, 19 96.

Be it resolved, that TEC-SCAN, INC.,
(Corporate Name)

organized and existing in the State of Michigan, hereby adopts the name

TEC-SCAN OF NORTH FLORIDA, INC. for use in Florida.

Dated: 9/17/96

Joseph J. Gasper
Signature of either Chairman, Vice Chairman or any officer

Joseph J. Gasper

Type or print name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. TEC-SCAN, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-2913757
(FEI number, if applicable)
4. 02-15-90
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 08-15-96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 5147 SW 88 Terrace
Gainesville, FL 32608
(Current mailing address)
8. A career, customer service and management consulting company offering related videos,
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) books and software.

9. Name and street address of Florida registered agent:

Name: JOSEPH J. GASPER
Office Address: 5147 SW 88 Terrace
Gainesville, Florida, 32608

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.

X [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior 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

(Zip Code)
56 SEP 20 1996
TALLAHASSEE
FLORIDA
43

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: JOSEPH J. GASPER

Address: 5147 SW 88 Terrace
Gainesville, FL 32608

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JOSEPH J. GASPER

Address: 5147 SW 88 Terrace
Gainesville, FL 32608

Vice President: _____

Address: _____

Secretary: JOSEPH J. GASPER

Address: 5147 SW 88 Terrace
Gainesville, FL 32608

Treasurer: JOSEPH J. GASPER

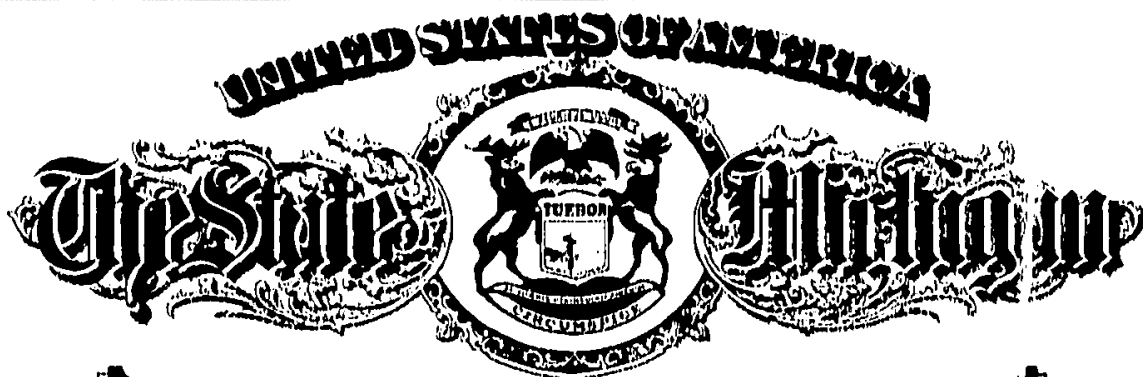
Address: 5147 SW 88 Terrace
Gainesville, FL 32608

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

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

14. Joseph J. Gasper, President
(Typed or printed name and capacity of person signing application)

FILED
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FBI
SEATTLE
ALABAMA
FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

TEC-SCAN, INC.

was validly incorporated on February 15, 1990, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
96 SEP 23 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 20th day of August, 1996.

Carl L. Lippert, Director