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FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A. ACCT#:
076666003611
CONTACT: JOHN WICKMAN
PHONE: (941)748-0100 FAX #:
(941)745-2093

NAME: POWER PLUS USA, INC.
AUDIT NUMBER......H96000014502
DOC TYPE..........FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..1 PAGES....... 2
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FACSIMILE COVER PAGE

DATE: October 15, 1996

TO: Department of State
FIRM: Florida Division of Corporations
FAX #: (904) 922-4000

FROM: John E. Wickman
Our File No.

RE: APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
Fax Audit #: H96000014502

NUMBER OF PAGES (including cover sheet): 4

MESSAGE:

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. . FAX AUDIT #H9600001450

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. Power Plus USA, 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. Delaware
(State or country under the law of which it is incorporated)

3. 51-0374548
(FEI number, if applicable)

4. February 27, 1996
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. October 4, 1996
(Date first transacted business in Florida. (See SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1575 Main Street, Sarasota, Florida 34236

(Current mailing address)

8. Operation of retail consumer electronics stores and wireless paging 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 <u>NOT</u> acceptable)**

Name: C. Thomas Alison

Office Address: 1575 Main Street

Sarasota , **Florida**, 34236
(Zip Code)

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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.

(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.**

Prepared By:
John E. Wickman, Blalock, Landers, Walters & Vogler, P.A., 802 11th Street West
Bradenton, FL 34205 Fla. Bar No. 0046884

FAX AUDIT #H96000014502

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: J. Douglas Eliott

Address: 7850 Woodbine Avenue, Suite 201, Markham, Ontario CANADA L3R 0B9

Vice Chairman: R. Bruce Freeman

Address: 7850 Woodbine Avenue, Suite 201, Markham, Ontario CANADA L3R 0B9

Director:

Address:

Director:

Address:

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

President:/Chief Operating Officer: G. Thomas Alison

Address: 1575 Main Street, Sarasota, Florida 34236

~~Vice President~~: Chief Executive Officer: J. Douglas Eliott

Address: 7850 Woodbine Avenue, Suite 201, Markham, Ontario CANADA L3R 0B9

Secretary: R. Bruce Freeman

Address: 7850 Woodbine Avenue, Suite 201, Markham, Ontario CANADA L3R 0B9

Treasurer: /Chief Financial Officer: R. Bruce Freeman

Address: 7850 Woodbine Avenue, Suite 201, Markham, Ontario CANADA L3R 0B9

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. ______________________
(Typed or printed name and capacity of person signing application)
G. Thomas Alison, President

Prepared by: John E. Wickman
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205
Fla. Bar No. 0046884

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWER PLUS USA, INC." 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 SEVENTH DAY OF OCTOBER, A.D. 1996.

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

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SECRETARY OF STATE
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8135552

DATE: 10-07-96