

Document Number Only

F96000005982

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

200002005982-19  
11/15/96-01067-002  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Visual Edge Systems Inc

96 NOV 15 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
11/15/96

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign            | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Call When Ready    |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> Will Wait          |
| <input checked="" type="checkbox"/> Certified Copy     | <input type="checkbox"/> After 4:30             | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

11/15/96

**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. Visual Edge 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. Delaware 3. 13-3778895  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 15, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2424 North Federal Highway, Suite 100  
Boca Raton, Florida 33431  
(Current mailing address)
8. All corporate purposes  
(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: Earl Takefman

Office Address: 2424 North Federal Highway, Suite 100  
Boca Raton, Florida, 33431  
(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.*

*The Prentice-Hall Corporation System, Inc.*

By: [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.

FILED  
95 NOV 15 PM 1:22  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Please see attached

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

Please see attached

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

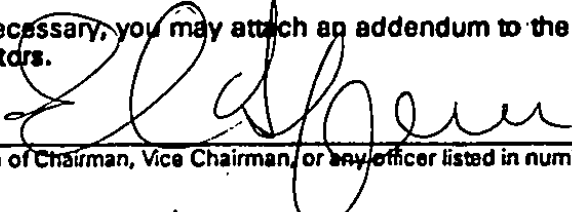
Address: \_\_\_\_\_  
\_\_\_\_\_

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.

Earl Takefman, Chief Executive Officer

(Typed or printed name and capacity of person signing application)

**DIRECTORS AND OFFICERS OF VISUAL EDGE SYSTEMS INC.**

**DIRECTORS**

Alan L. Lubell (Chairman of the Board)  
Earl T. Takefman  
Frank Williams  
Eddie Einhorn  
Mark Hershhorn

**OFFICERS**

<b><u>Name</u></b>	<b><u>Position</u></b>
Earl T. Takefman	Chief Executive Officer
Alan L. Lubell	Vice President - Product Development
Richard Parker	Chief Operating Officer
Ami Trauber	Chief Financial Officer
Thomas Peters	Director of Software Development

Correspondence to any of the above should be addressed to the specific officer or director at the following address:

c/o Visual Edge Systems Inc.  
2424 North Federal Highway, Suite 100  
Boca Raton, Florida 33431

State of Delaware  
Office of the Secretary of State

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISUAL EDGE SYSTEMS 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 FOURTEENTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
NOV 15 PM 1:22  
SECRETARY OF STATE  
DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

2418423 8300

960331774

AUTHENTICATION:

8191445

DATE:

11-14-96