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TRANSMITTAL LETTER

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-10/25/96--01037--010
*****78.75 *****78.75

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CENAXON INC
(Name of corporation - must include suffix)

W96-22859

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:

William L. INGRAM
(Name of Person)

(Firm/Company)

2471 NW 63 AVENUE
~~8725 NW 61 STREET~~
(Address)

SUNRISE 33313 - 2924
TAMARAC FL ~~33321-3768~~
(City/State/Zip)

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DIVISION OF CORPORATIONS
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WLC
11/16

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

William L. INGRAM at (954) 384-3405
(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

October 28, 1996

WILLIAM L. INGRAM
2471 NW 63 AVENUE
SUNRISE, FL 33313-2924

SUBJECT: CENAXON INC.
Ref. Number: W96000022859

We have received your document for CENAXON INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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 certified copy 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: 396A00049591

2471 NW 63 Avenue,
Sunrise,
Florida 33313-2824.

November 14, 1996

Attn.: Lee Rivers

Qualification/Tax Lien Section,
Division of Corporation,
Florida Department of State
P.O. Box 6327,
Tallahassee, FL 32314

Dear Sir,

Re: Cenaxon Inc. - Ref. Number W96000022859

This is further to our telephone conversation on November 13, 1996 with regards to the "Application by Foreign Corporation for Authorization to Transact Business in Florida". As discussed, the Certificate of Existence attached is an official document provided by the Ministry of Consumer and Commercial Relations of the Government of Ontario, Canada. The eyelet through the pages and seal on the first page authenticate the complete document and is as provided by the above mentioned office.

Enclosed please find the completed document as per your letter of October 28 and our conversation of November 13.

Yours truly,



W^o. L. Ingram

**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. CENAXON 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. ONTARIO CANADA 3. N/A
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. NOVEMBER 21, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, P.S.)

7. 336 HORNER AVENUE
ETOBICOKE, TORONTO, CANADA M9W 1Z6
(Current mailing address)


8. SEE ADDITIONAL SHEET ATTACHED
(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 L. INGRAM
Office Address: 2471 NW 63 AVENUE
SUNRISE Florida, 33313-2924
TAMARAC 33221-3768
(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.


(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: LANCE SEYMOUR

Address: 386 HORNER AVENUE
ETOBICOKE ONTARIO M9W 1Z8

Vice Chairman: William L. INGRAM

Address: ~~8758~~ 2741 NW 63 AVENUE
SUNRISE FL 33313-2924

Director: _____

Address: _____

Director: _____

Address: _____

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

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. W^M. L. INGRAM - VICE CHAIRMAN
(Typed or printed name and capacity of person signing application)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA - ADDITION TO FORM**

- B. There were no restrictions placed on the business the corporation may carry on or on powers the corporation may exercise in its home country. The primary business to be carried out in the state of Florida is software development and computer software and hardware related services.



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Ministry of
Consumer and
Commercial Relations

Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2
(416) 314-8880

Ministère de
la Consommation
et du Commerce

Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2
(416) 314-8880



Ontario

Certified a true copy of...*6*...
page(s) of document(s) from
the records of the Companies
Branch of the Province of
Ontario.

Cepte certifié a contenu de...*6*...
page(s) du document(s) provenant
des dossiers de la Direction des
Compagnies de la Province
d'Ontario.

A. Maio

Controller of Records
COMPANIES BRANCH
MINISTRY OF CONSUMER
AND COMMERCIAL RELATIONS
TORONTO, ONTARIO

Contrôleur des Dossiers
DIRECTION DES COMPAGNIES
MINISTÈRE DE LA CONSOMMATION
ET DU COMMERCE
TORONTO, ONTARIO

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For Ministry Use Only
A l'usage exclusif du ministère
 Ministry of Consumer and Commercial Relations
 le Ministère de la Consommation et du Commerce
CERTIFICATE
 This is to certify that these articles are effective on
CERTIFICAT
 Ceci certifie que les présentes statuts ontrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario
1 105734

Trans Code **A** Line No. **0** Stat **0** Comp Type **A** Mer. Inc. **3**
 18 20 28 29 30

NOVEMBER 21 NOVEMBRE, 1994

W. D. L.
 Director / Directeur
 Business Corporations Act / Loi de sur les compagnies

Share **S** Notice Req'd **N** Jurisdiction **ONTARIO**
 31 32 33 47

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

Form Business Corporations Act

Formule numéro 1 Loi sur les compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
C E N A X U N I N C .

2. The address of the registered office is: *Adresse du siège social:*
336 Horner Avenue
 (Street & Number or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)
Etobicoke **MBW1Z6**
 (Name of Municipality or Post Office) (Postal Code)
 (Nom de la municipalité ou du bureau de poste) (Code postal)
City of Etobicoke in the **Municipality of Metropolitan Toronto**
 (Name of Municipality, Geographic Township) (County, District, Regional Municipality)
 (Nom de la municipalité, du canton) (Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
 A minimum of one and a maximum of five

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Residence address, giving street & No. or R.R. No. or municipality and postal code <i>Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No Résident Canadien Oui/Non
William L. Ingram	45 Galloway Road Scarborough Ontario M1E 1W6	Yes
Lance A. Seymour	336 Horner Ave Etobicoke Ontario MBW 1Z6	Yes

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

Limites, s'il y a lieu imposées aux activités commerciales ou aux pouvoirs de la compagnie:

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of common shares

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

NOT APPLICABLE

B. The issue, transfer or ownership of shares is/ta not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes: 4

No share of the Corporation shall be transferred without:

either the express consent of the Board of Directors evidenced by a resolution passed at a meeting of directors by the affirmative vote of not less than a majority of the directors or by instrument or instruments in writing signed by all of the directors;

or the express consent of the shareholders of the Corporation expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of all of the shares

9. Other provisions, if any, are:

1. That the number of share holders of the Corporation, exclusive of persons who are in its employment and exclusive of persons, who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. That any invitation to the public to subscribe for securities of the Corporation is prohibited.