

DEC-06-1996 137 FROM THE COMPANY CORP. 19961224000 P.01

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)875-0440
(302)575-1346

FAX #:

NAME: NETWORK'S DRIVE, INC.
AUDIT NUMBER.....M96000017174
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. NETWORK'S DRIVE 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. 65-0673970

(FEI number, if applicable)

4. NOV 14 1996

(Date of incorporation)

5. PERPETUAL

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

6. NOV 14 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.105, F.S.))

7. S/O JONATHAN GORDON

2500 SOUTH OCEAN BLVD - APT 204, Boca Raton FL
(Current mailing address) 33432

8. INVESTMENTS

(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: Larry WolfOffice Address: 200 A John Knox RdTallahasseeFlorida32303

(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.

see attached

(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: JONATHAN GORDON

Address: 2500 SOUTH OCEAN BLVD - APT 204
BOCA RATON, FLA. 33432

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JONATHAN GORDON

Address: 2500 SOUTH OCEAN BLVD - APT 204
BOCA RATON, FLA. 33432

Vice President: TOBY GORDON

Address: 7441 WAYNE AVE
MIAMI BEACH, FLA. 33141

Secretary: JONATHAN GORDON

Address: 2500 SOUTH OCEAN BLVD - APT 204
BOCA RATON, FLA. 33432

Treasurer: TOBY GORDON

Address: 7441 WAYNE AVE
MIAMI BEACH, FLA. 33141

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. JONATHAN GORDON - CHAIRMAN + PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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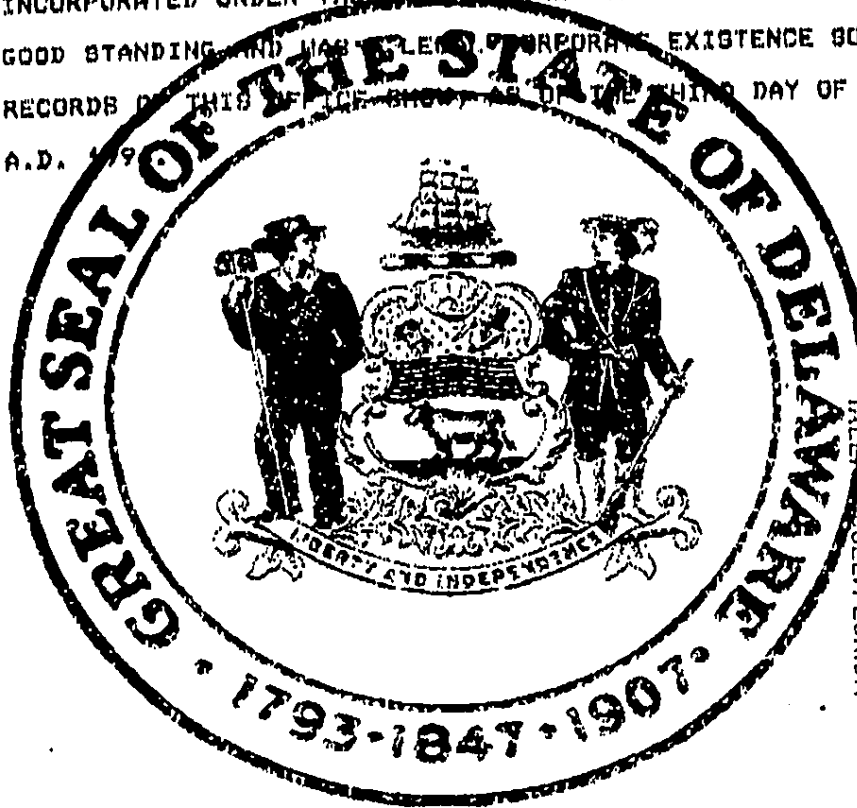
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETWORK'S DRIVE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS BEEN IN CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE THIRD DAY OF DECEMBER, A.D. 1996.

SECRETARY OF STATE
WILMINGHAM, DELAWARE

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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Network's Drive, Inc. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Moca Eaton State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Larry Wolfe

12/6/96
Date

FILED
96 DEC -9 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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