

F96000006500

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Pipe Dream, Inc.
(Name of corporation - must include suffix)

700001979437--2
-10/18/96--01014--002
*****70.00 *****70.00

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:

Jacky Benmoha
(Name of Person)

Pipe Dream, Inc.
(Firm/Company)

40 Ventura Court
(Address)

Old Bridge, NJ 08857
(City/State/Zip)

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246-2270

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

William E. Flynn, Esq. at (908) 679-1221
(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 17, 1996

**JACKY BENMOHA
PIPE DREAM, INC.
40 VENTURA CT
OLD BRIDGE, NJ 08857**

**SUBJECT: PIPE DREAM, INC.
Ref. Number: W96000022170**

We have received your document for PIPE DREAM, 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.

To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 196A00047781

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JACKY BENMOHA, do hereby certify
(Name)

that this Resolution of the Board of Directors of PIPE DREAM, INC.

(Corporate Name)

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


was duly adopted on NOVEMBER 25, 1996.

Be it resolved, that PIPE DREAM, INC.
(Corporate Name)

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

PIPE DREAM SOFTWARE, INC. for use in Florida.

Dated: 11/25/96


Signature of either Chairman, Vice Chairman or any officer

JACKY BENMOHA
Type or print name

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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. Pipe Dream, 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. New Jersey
(State or country under the law of which it is incorporated)
3. pending
(FEI number, if applicable)
4. July 31, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 16610 Temple Boulevard
Loxahatchee, FL 33470
(Current mailing address)
8. software development corporation
(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: Jeffrey Ice

Office Address: 16610 Temple Boulevard
Loxahatchee, Florida, 33470
(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: Jacky Benmoha

Address: 40 Ventura Court, Old Bridge, New Jersey 08857

Vice Chairman: Jeffrey Ice

Address: 16610 Temple Boulevard, Loxahatchee, FL 33470

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jacky Benmoha

Address: 40 Ventura Court, Old Bridge, New Jersey 08857

Vice President: Jeffrey Ice

Address: 16610 Temple Boulevard, Loxahatchee, FL 33470

Secretary: William E. Flynn

Address: 18 Throckmorton Lane, Suite 209, Old Bridge, NJ 08857

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. Jacky Benmoha - Chairman and President

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

NEW JERSEY SECRETARY OF STATE

PIPE DREAM INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON JULY 31, 1996.

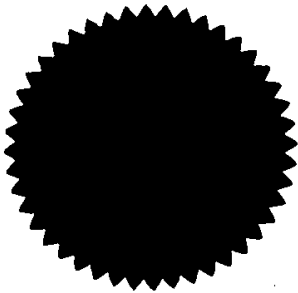
I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

40 VENTURA CT
OLD BRIDGE NJ 08857
AND THE REGISTERED AGENT IS JACKY BENMOHA.

SEP. 05, 1996

Lonna R. Hooty



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