

F97000005679

HAL H. BOLEN II
KENNETH J. FRANSEN
JEFFREY A. RUSSELL
VIRGINIA M. PEDREIRA
DAVID T. WILSON

OF COUNSEL
DONNA BOOSTROM

BOLEN, FRANSEN & BOOSTROM LLP
ATTORNEYS AT LAW
SUITE 430, EAST TOWER
GUARANTEE FINANCIAL CENTER
1322 EAST SHAW AVENUE
FRESNO, CALIFORNIA 93710-7906
TELEPHONE (209) 226-8177
FAX (209) 227-4971
E-MAIL bolenfransen@worldnet.att.net

CLOVIS OFFICE:
414 POLLASKY AVENUE
CLOVIS, CALIFORNIA 93612
TELEPHONE (209) 226-8177
FAX (209) 322-6778

October 27, 1997

300002331563--0
-10/28/97--01056--014
*****78.75 *****78.75

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

Re: Multivision International, Inc./Qualification in Florida
Our File No. 12251.001

Ladies and Gentlemen:

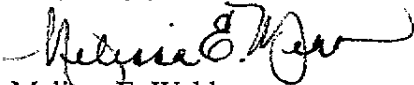
Enclosed please find the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, with a copy to be conformed;
3. Certificate of Existence with Status in Good Standing for Multivision International, Inc. issued by the Nevada Secretary of State on October 6, 1997; and
4. check payable to the Florida Department of State in the amount of \$78.75 for filing and certificate of status fees.

Please conform the enclosed copy of the application with the filing information and return it with the certificate of status to the undersigned in the Federal Express envelope enclosed for your convenience.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Melissa E. Webb
Paralegal

MEW:ela
Enclosures

cc: Ms. Regina Williams (w/o enclosures)

97 OCT 28 AM 8:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

umth
10/29

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MULTIVISION INTERNATIONAL, INC.
(Name of corporation - must include suffix)

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:

Melissa E. Webb, Paralegal
(Name of Person)

Bolen, Fransen & Boostrom LLP
(Firm/Company)

1322 E. Shaw Ave., Suite 430
(Address)

Fresno, CA 93710
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 8:24

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

Melissa E. Webb at (209) 226-8177
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

**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. MULTIVISION INTERNATIONAL, 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. Nevada 3. 77-0463365
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/30/97 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, F.S.)

7. 1100 East William Street, Suite 207
Carson City, NV 89701
(Current mailing address)

8. computer software sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

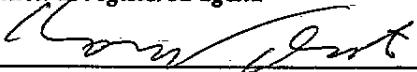
Name: Horst Eylerts

Office Address: 13705 S.W. 110 Court

Miami, Florida, 33176
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 8:24

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Ralph Fasi

Address: 2440 W. Shaw Avenue, Suite 210

Fresno, CA 93711

Director: Dieter Frohlich

Address: Rorschacherstrasse 294

St. Gallen, Switzerland 9016

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

President: Ralph Fasi

Address: 2440 W. Shaw Avenue, Suite 210

Fresno, CA 93711

Vice President: N/A

Address: _____

Secretary: Ralph Fasi

Address: 2440 W. Shaw Avenue, Suite 210

Fresno, CA 93711

Treasurer: Regina Williams

Address: 2440 W. Shaw Avenue, Suite 210

Fresno, CA 93711

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 AM 8:25

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

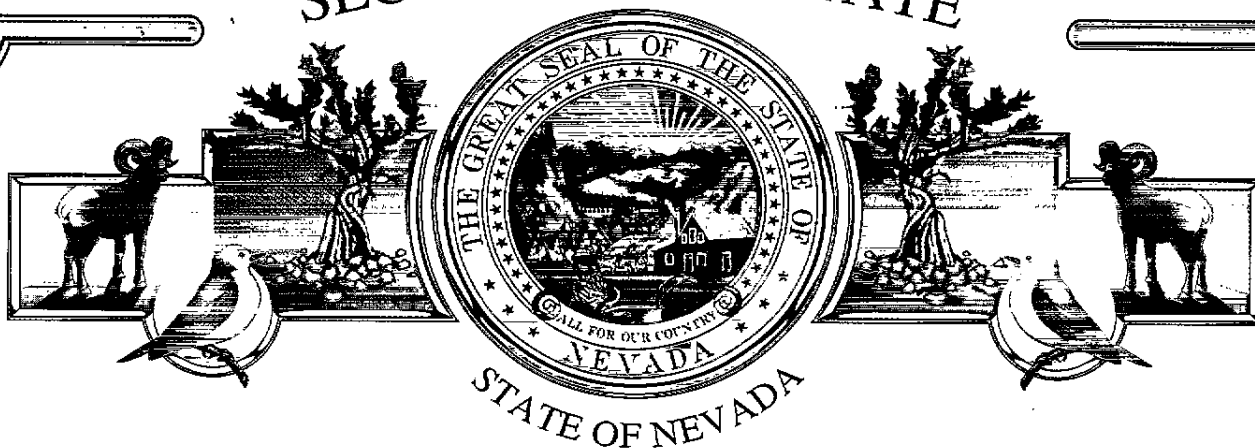
13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ralph Fasi, President and Secretary

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MULTIVISION INTERNATIONAL, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 30, 1997 and is in good standing in this state.

97 OCT 28 AM 8:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on October 6, 1997.



Dean Heller
Secretary of State

By

Lisa Ingo
Certification Clerk