

F97000006709

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CONTEXT, INC. OF DELAWARE
(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:

Karin A. Scheiwe

(Name of Person)

Context, Inc.

(Firm/Company)

16238 East Shirley Shores

(Address)

Tavares, FL 32778

(City/State/Zip)

FILED
97 DEC 18 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-26846

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-12/18/97-01033--002
*****70.00 *****70.00

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

Karin A. Scheiwe

(Name of Person)

at (352) 343-0661

(Area Code & Daytime Telephone Number)

12/18

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1997

KARIN A. SCHEIWE
CONTEXT, INC.
16238 E. SHIRLEY SHORES
TAVARES, FL 32778

SUBJECT: CONTEXT, INC.
Ref. Number: W97000026846

We have received your document for CONTEXT, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name listed in number 1 of the application must appear exactly as it is listed on your certificate. If the name of the corporation is unavailable for use in Florida, a resolution by the board of directors will need to be completed.

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 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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 997A00056872

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOHN P. SCHEIWE, do hereby certify
(Name)

that this Resolution of the Board of Directors of CONTEXT, INC.

(Corporate Name)

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

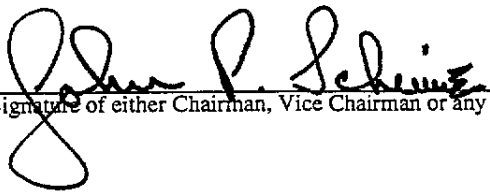
was duly adopted on AUGUST 27, 1997, 19 97.

Be it resolved, that CONTEXT, INC.,
(Corporate Name)

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

CONTEXT, INC. OF DELAWARE for use in Florida.

Dated: DECEMBER 5, 1997



Signature of either Chairman, Vice Chairman or any officer

JOHN P. SCHEIWE

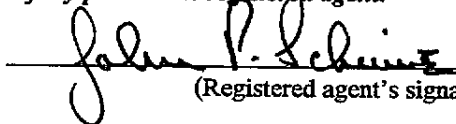
Type or print name

**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. CONTEXT, 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, USA
(State or country under the law of which it is incorporated)
3. 59-3472429
(FEI number, if applicable)
4. 08-27-97
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NONE TRANSACTED YET
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. CONTEXT, INC.
16238 EAST SHIRLEY SHORES, TAVARES, FL 32778
(Current mailing address)
8. DEVELOPMENT AND SALE OF INTELLECTUAL PROPERTY AND SERVICES
(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: JOHN P. SCHEIWE
Office Address: 16238 EAST SHIRLEY SHORES
TAVARES, Florida, 32778
(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)

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

Chairman: JOHN P. SCHEIWE

Address: 16238 EAST SHIRLEY SHORES
TAVARES, FL 32778

Vice Chairman: DMITRY RAZGOULIAEV

Address: VOROSHILOVA ST. 2
ST. PETERSBURG, 195213, RUSSIA

Director: KARIN A. SCHEIWE

Address: 16238 EAST SHIRLEY SHORES
TAVARES, FL 32778

Director: _____

Address: _____

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

President: JOHN P. SCHEIWE

Address: 16238 EAST SHIRLEY SHORES
TAVARES, FL 32778

Vice President: _____

Address: _____

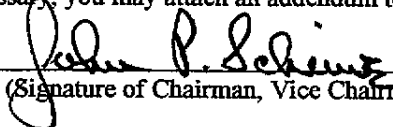
Secretary: KARIN A. SCHEIWE

Address: 16238 EAST SHIRLEY SHORES
TAVARES, FL 32778

Treasurer: KARIN A. SCHEIWE

Address: 16238 EAST SHIRLEY SHORES
TAVARES, FL 32778

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)

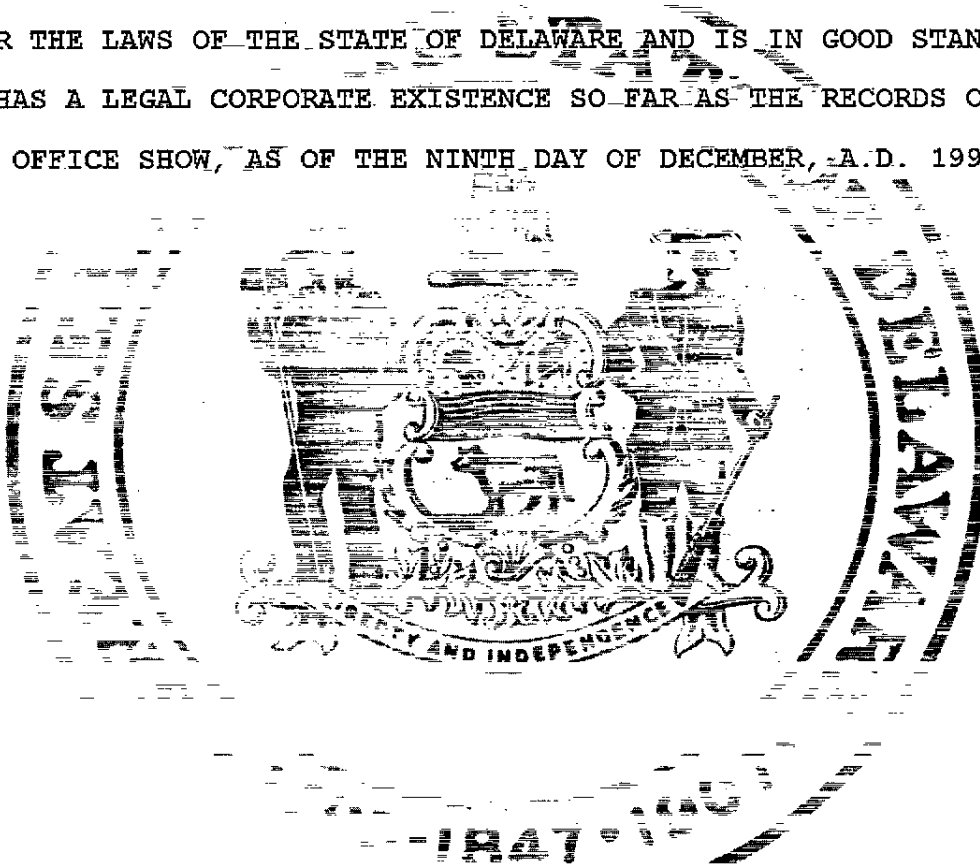
14. JOHN P. SCHEIWE, CHAIRMAN

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONTEXT, 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 NINTH DAY OF DECEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2787662 8300

DATE: 8799344

971408127

12-09-97