

F97000006790

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Transition Analysis Component Technology, 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:

David S. Garbett, Esq.

(Name of Person)

Lucio, Mandler, Croland, Bronstein, Garbett,
Stiphany & Martinez, P.A.

(Firm/Company)

701 Brickell Avenue, Suite 2000

(Address)

Miami, Florida 33131

(City/State/Zip)

800002379188--4

-12/22/97-01076-003

*****70.00 *****70.00

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DIVISION OF CORPORATIONS

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

Martin Fawer

(Name of Person)

at (914) 747-2230
(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

LUCIO, MANDLER, CROLAND, BRONSTEIN,
GARBETT, STIPHANY & MARTINEZ

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
701 BRICKELL AVENUE, SUITE 2000
MIAMI, FLORIDA 33131

TELEPHONE
(305) 579-0012
TELEFAX
(305) 579-4722
E-MAIL ADDRESS:
lucman@ix.netcom.com

VIA FEDERAL EXPRESS

December 19, 1997

Qualification/Tax Lien Section
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

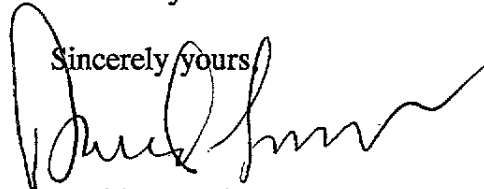
Re: **TRANSITION ANALYSIS COMPONENT TECHNOLOGY, INC.**

Ladies and Gentlemen:

Enclosed please find:

1. Transmittal Letter;
2. Application By Foreign Corporation for
Authorization To Transact Business in
Florida;
3. Our check in the amount of \$70.00
payable to the Secretary of State.

Sincerely yours



David S. Garbett

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Enclosure

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12-19-97\11:25

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. Transition Analysis Component Technology, 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. 13-3391820
(FEI number, if applicable)

4. February 24, 1987
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Company believes it is exempt because activity is interstate or falls within exemptions; however, filing is being made out of prudence. Company sales office could not consummate sales without head office approval from California and few customers are even in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
(Date first transacted business in Florida.)
7. 22681-22687 Old Canal Road
Yorba Linda, California 92687
(Current mailing address)

8. Sales (but see Paragraph 6) of technology products
(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: David S. Garbett, Esq.

Lucio, Mandler, Croland, Bronstein, Garbett,
Stiphany & Martinez, P.A.

Office Address: 701 Brickell Avenue

Suite 2000

Miami,

, Florida, 33131

(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: Robert E. Schrader
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York 10595-1252

Vice Chairman: _____
 Address: _____

Director: Martin Fawer
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York, 10595-1252

Director: Deborah J. Schrader
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York 10595-1252

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

President: Robert E. Schrader
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York 10595-1252

Vice President: Malcolm Baca
 Address: c/o Transition Analysis Component Technology, Inc.
 22681-22687 Old Canal Road
 Yorba Linda, California 92687

Secretary: Deborah J. Schrader
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York 10595-1252

Treasurer: Martin Fawer
 Address: c/o Zing Technologies, Inc., 115 Stevens Avenue
 Valhalla, New York 10595-1252

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

13. Martin Fawer TREASURER / CFO
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Martin Fawer Treasurer/CFO
 (Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

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FILED
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TRANSITION ANALYSIS COMPONENT TECHNOLOGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1987, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ELECTRONIC DESIGN GUIDE EVALUATION, INC." TO "TRANSITION ANALYSIS COMPONENT TECHNOLOGY, INC.", FILED THE EIGHTEENTH DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF MARCH, A.D. 1995, AT 12:15 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE SEVENTH DAY OF MAY, A.D. 1997, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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12-17-97

State of Delaware
Office of the Secretary of State

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RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF MAY, A.D.
1997, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8818075

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