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VIA FEDERAL EXPRESS

January 5, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: Registration of a foreign corporation, INTERAXX TECHNOLOGIES, INC., a Delaware Corporation, to do business in Florida.

Enclosed please find an original and one (1) copy of the application for a foreign profit corporation to do business in Florida and check in the amount of \$122.50. Please forward a certified copy to the address below.

FROM: James C. Deegan
11711 NW 39th Street
Coral Springs, Florida 33065
(954) 255-7004

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. INTERAXX TECHNOLOGIES, INC.
(Name of Corporation)
2. Delaware
(State of Incorporation)
3. December 4, 1986
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied For
(Federal Employer Identification Number)
6. Not yet Occurred
(Date First Transacted Business in Florida)
7. 6711 SW 5th Terrace, Miami, FL 33144
(Current Mailing Address)
8. Development and marketing of various products.
(Brief Description of the nature of the business in which company is engaged in the state of Florida)

9. Names and addresses of officers and directors:

A. Directors:

Daniel Martinez
6711 SW 5th Terrace, Miami, FL 33144

B. Officers

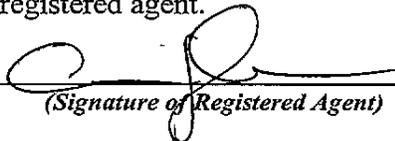
President: James C. Deegan
6711 SW 5th Terrace, Miami, FL 33144

10. Name and Street Address of Florida Registered Agent:

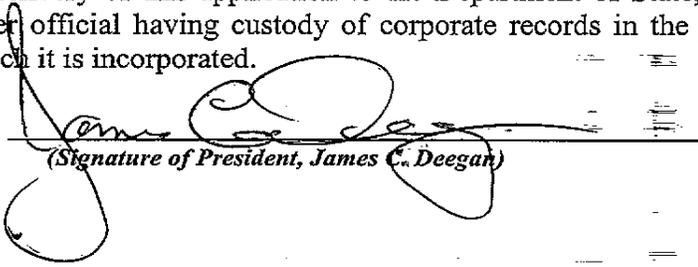
Craig Jordan, Esq.
4901 NW 17th Way, Suite 407, Fort Lauderdale, FL 33309

11. 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.


(Signature of Registered Agent)

12. 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.

13. 
(Signature of President, James C. Deegan)

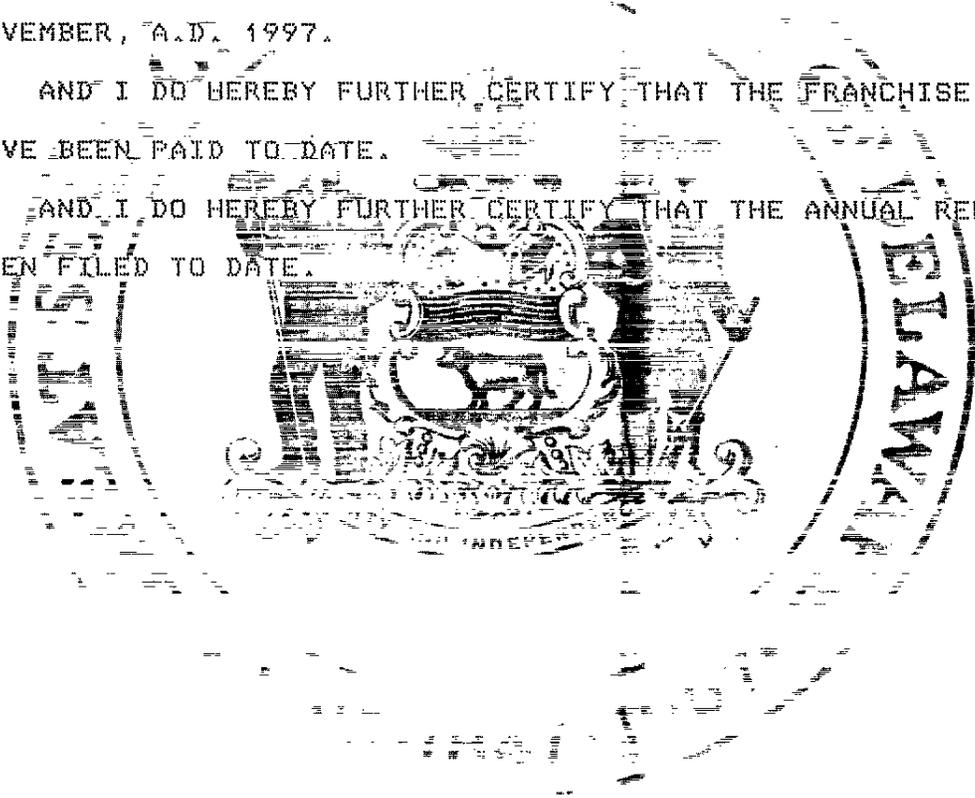
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERAXX TECHNOLOGIES, 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 SIXTH DAY OF NOVEMBER, A.D. 1997.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED 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: 8742926

DATE: 11-06-97