

INNOVATIVE TECHNOLOGIES

Solving the puzzle of Video Communications

you've got to see IT to believe it

F980000000/53

January 8, 1998

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Dear Division of Corporations:

Re: Application for Foreign Corporation

Enclosed you will find the transmittal letter, the application and the original certificate of incorporation. In addition, there is a check for the \$70.00 registration fee and a check for \$8.75 for a Certificate of Status.

I have also enclosed a prepared Federal Express package for the overnight return of the material from you.

Thank you for your prompt attention to this matter.

Sincerely,



M. Matson

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-01/14/98--01090--015
*****8.75 *****8.75

500002400225--0
-01/14/98--01090--016
*****70.00 *****70.00

1500 S. Dixie Highway, Pompano Beach, FL 33060
Phone: (954)781-1600 • Fax: (954)781-0204

FILED
98 JAN 09 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP/12

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INNOVATIVE TECHNOLOGIES, GRAND CAYMAN LTD
(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:

MARLAD MATSON
(Name of Person)

INNOVATIVE TECHNOLOGIES, GRAND CAYMAN LTD
(Firm/Company)

1500 S. DIXIE Highway
(Address)

POMPANO BEACH, FLORIDA 33060
(City/State/Zip)

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

MATT MATSON at (954) 781-1600
(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. INNOVATIVE TECHNOLOGIES, GRAND CAYMAN LTD., CORP.

(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. CAYMAN ISLANDS
(State or country under the law of which it is incorporated)

3. HAS BEEN APPLIED FOR
(FEL number, if applicable)

4. 12/5/97
(Date of incorporation)

5. PERPETUAL
(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. 1500 S DIXIE Highway
Pompano Beach, Florida 33060
(Current mailing address)

8. NATIONAL MANAGEMENT OF SALES & MARKETING of VIDEO PHONE SYSTEMS
(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)

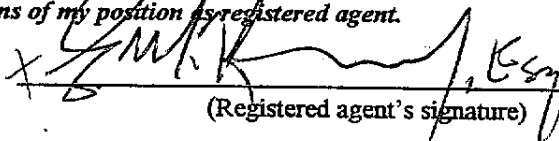
Name: EUGENE M. KENNEDY, P.A.

Office Address: 517 S.W. FIRST AVENUE

FT. LAUDERDALE, Florida, 33301
(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: MARLAN MATSON

Address: 1528 S. DIXIE Highway
POMPANO BEACH, FLORIDA 33060

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: MARLAN MATSON

Address: 1528 S. DIXIE Highway
POMPANO BEACH, FLORIDA 33060

Vice President: _____

Address: _____

Secretary: WALKER (SECRETARIES) LIMITED

Address: CALENDRIAN HOUSE
GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS

Treasurer: _____

Address: _____

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

13X

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

14.

M. MATSON, CEO/PRES.

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

CR-78163

Certificate of Incorporation




I, **GRACE LUCY EBANKS**
DO HEREBY CERTIFY, pursuant to the Companies Law (Revised), that all the requirements of the said
Law in respect of registration were complied with by

INNOVATIVE TECHNOLOGIES, GRAND CAYMAN LTD.

an Exempted Company incorporated in the Cayman Islands, with Limited Liability with effect from
the 5th Day of December One Thousand Nine Hundred Ninety-Seven.

Given under my hand and Seal at George Town in the
Island of Grand-Cayman, this Fifth day of December
One Thousand Nine Hundred Ninety-Seven

CERTIFIED TO BE A TRUE AND CORRECT COPY

SIG. 
Grace L. Ebanks
Asst. Registrar of Companies

DATE, DECEMBER 5th 1997

(SGD. G. L. EBANKS)

FOUND
Assistant Registrar
of Companies, Cayman Islands

SECRETARY OF
TALLAHASSETT, B. W. J.
07 JAN 5 20