

F98000000204

January 6, 1998

Attn: Dept of Qualification
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 33083-4481

Dear Attn: Dept of Qualification:

Please consider Matador Solutions, Inc., to do business in the state of Florida.

Enclosed please find the following documents:

Transmittal letter,

Certificate of Good Standing,

Application By Foreign corporation to Transact Business in Florida, and

Certificate of Incorporation.

Money Order for the Registration Fee.

Sincerely,



Rafael Gonzalez
Chairman
Matador Solutions, Inc.

Enclosures (5)

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: MATADOR Solutions, 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:

GRETCHEN GONZALEZ

(Name of Person)

Matador Solutions, Inc.

(Firm/Company)

P.O. Box 4881

(Address)

Hollywood Florida 33083-4881

(City, State and Zip Code)

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

GRETCHEN GONZALEZ

(Name of Person)

at (954) 894-5127

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 Sec.
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
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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1. MATADOR Solutions, 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. 65-0798404

(FEI number, if applicable)

4. December 2, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Jan 2, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. P.O. BOX 4881

Hollywood Florida 33083-4881

(Current mailing address)

8. Software Development & Training

(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:

* Name: Gretchen Nearon Gonzalez

Office Address: 5641 Washington Str #4-109

Hollywood

, Florida, 33023

(Zip Code)

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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.

Gretchen Nearon Gonzalez
(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:

A. DIRECTORS

Chairman: A. RAFAEL GONZALEZ

Address: 5641 Washington Street H-109
HOLLYWOOD FL 33023

* Vice Chairman: GRETCHEN NEARON GONZALEZ

Address: 5641 Washington Street H-109
HOLLYWOOD FL 33023

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: A. RAFAEL GONZALEZ

Address: 5641 WASHINGTON ST. # H-109
HOLLYWOOD FL 33023

Vice President: GRETCHEN NEARON GONZALEZ

Address: 5641 WASHINGTON ST. # H-109
HOLLYWOOD FL 33023

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

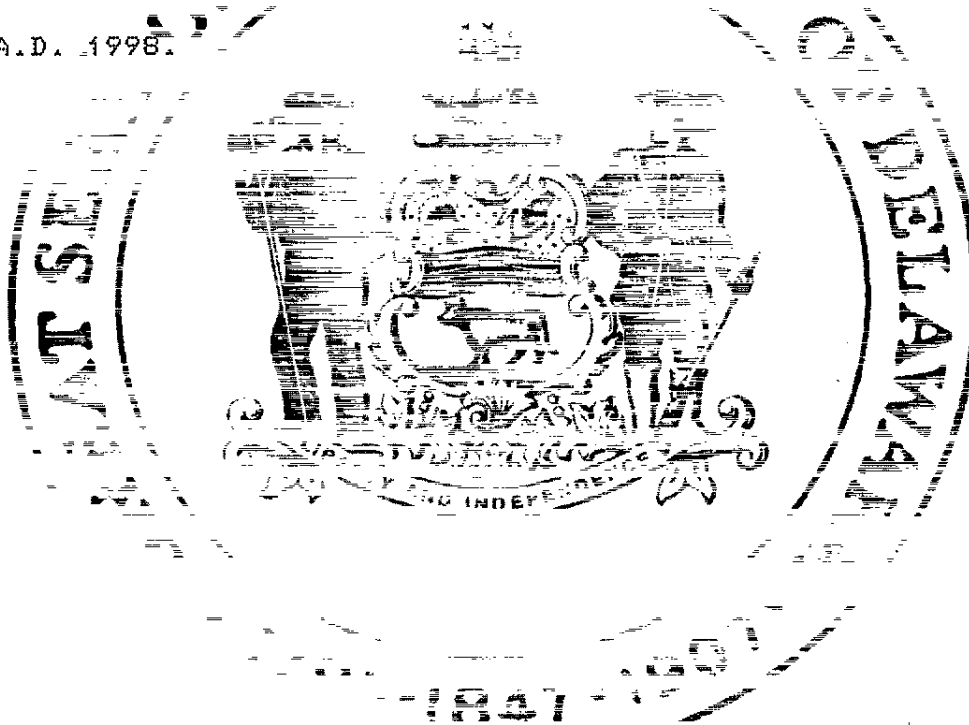
13. A. Rafael Gonzalez
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. A. RAFAEL GONZALEZ, 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 "MATADOR SOLUTIONS 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 FIFTH DAY OF JANUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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