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February 12, 1998

State of Florida
Division of Corporations
Qualifications Section
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

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Re: Spotcheck Corporation, a Delaware Corporation

Dear Sir/Madam:

Please find enclosed the following documents necessary to register the above referenced foreign corporation to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. An original certificate of Good Standing issued by the Office of the Secretary of State of the State of Delaware dated February 10, 1998.
3. A check made payable to the Florida Department of State in the amount of \$131.25 for the registration fee, a Certificate of Status and a certified copy.

Please return all correspondence concerning this matter to the undersigned at the above address. Please feel free to call me if you have any questions.

Very truly yours,

Paul E. Ghougasian

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Enclosure

cc: Mr. Derrick Forster

**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. Spotcheck Corporation
(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 3. 65-0807166
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 27, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o Daryl B. Cramer, P.A.
515 North Flagler Drive, Suite 910
West Palm Beach, Florida 33401-4325
(Current mailing address)

8. Licensing of Technology
(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)

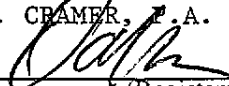
Name: Daryl B. Cramer, P.A.

Office Address: 515 North Flagler Drive, Suite 910
West Palm Beach, Florida, 33401-4325
(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.

DARYL B. CRAMER, P.A.

By: 
(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: Ronald L. Bernbaum
Address: 2235 Sheppard Avenue East, Suite 904
North York, Ontario M2J 5B5 Canada

Vice Chairman: _____
Address: _____

Director: Carl Maynard
Address: 7850 N.W. 146th Street, Suite 308
Miami, Florida 33016

Director: Richard Schwartz
Address: 7850 NW 146th Street, Suite 308
Miami, Florida 33016

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


President: Ronald L. Bernbaum
Address: 2235 Sheppard Avenue East, Suite 904
North York, Ontario M2J 5B5 Canada

Vice President: _____
Address: _____

Secretary: Ronald L. Bernbaum
Address: 2235 Sheppard Avenue, East, Suite 904
North York, Ontario M2J 5B5 Canada

Treasurer: Ronald L. Bernbaum, President
Address: _____

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. Ronald L. Bernbaum
(Typed or printed name and capacity of person signing application)

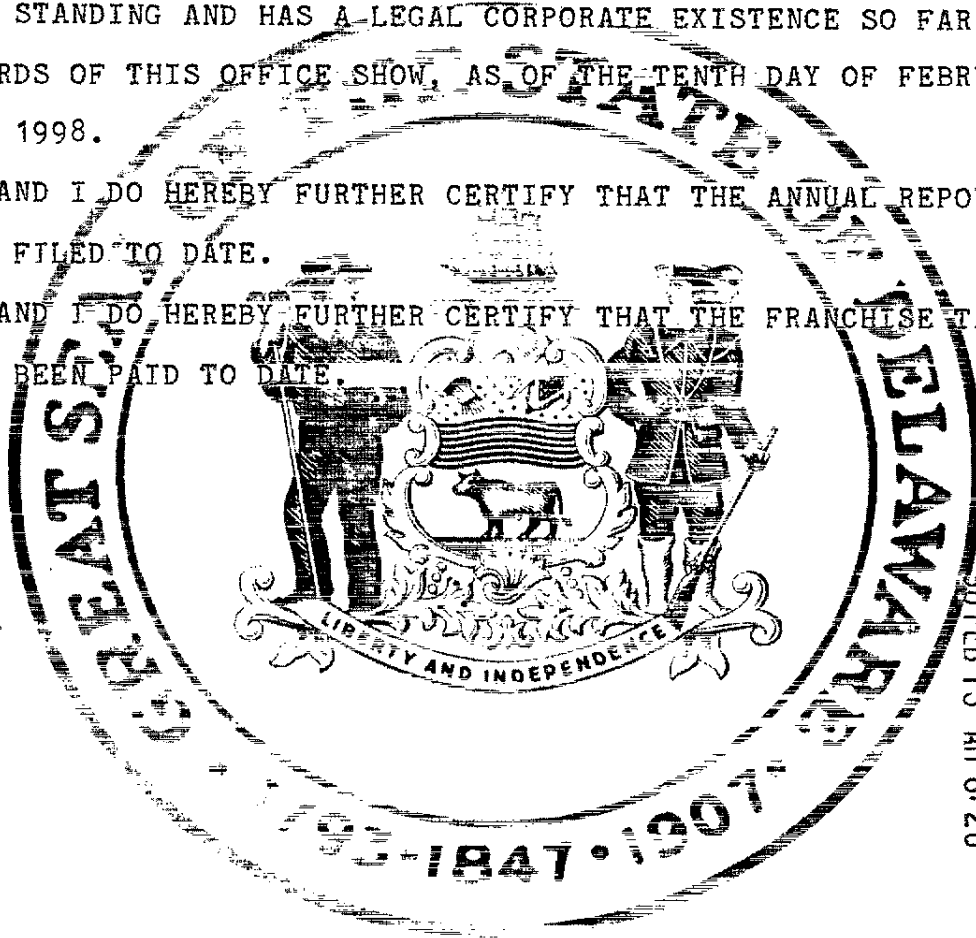
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPOTCHECK CORPORATION" 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 TENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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: 8913213

DATE: 02-10-98