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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Scopus Optoelectronic Systems Corporation
(Name of corporation - must include suffix)

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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:

Augie K. Fabela, Sr.
(Name of Person)

Scopus Optoelectronic Systems Corporation
(Firm/Company)

2248 Trade Center Way
(Address)

Naples, Florida 34109
(City/State/Zip)

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

David Oskandy at (630) 293-4795 ext. 227
(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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Scopus Optoelectronic Systems 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. 36-3989788
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 6, 1996 5. Perpetual
(Date of incorporation) (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. 2248 Trade Center Way
Naples, Florida 34109
(Current mailing address)

To engage in any lawful business act or activities for which corporations may be organized under the Delaware General Corporation Law and permitted

8. under Florida law.
(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: Augie K. Fabela, Sr.

Office Address: 2248 Trade Center Way

Naples, Florida, 34109
(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.

Augie K Fabela
(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: Augie K. Fabela II

Address: 2248 Trade Center Way

Naples, Florida 34109

Vice Chairman: _____

Address: _____

Director: Augie K. Fabela, Sr.

Address: 2248 Trade Center Way

Naples, Florida 34109

Director: _____

Address: _____

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

Chief Executive Augie K. Fabela, Sr.
~~President~~

Officer Address: 2248 Trade Center Way

Naples, Florida 34109

Vice President: _____

Address: _____

Secretary: David Oskandy

Address: 2248 Trade Center Way

Naples, Florida 34109

Treasurer: Randall Enders

Address: 2248 Trade Center Way

Naples, Florida 34109

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

13. Augie K. Fabela
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Augie K. Fabela, Sr., President
(Typed or printed name and capacity of person signing application)

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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 "SCOPUS OPTOELECTRONIC SYSTEMS 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 SIXTH 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.

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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