

F98000001001

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: T.C. 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:

Edwin Cooperman
(Name of Person)

T.C. Solutions, Inc W99-2912
(Firm/Company)

17651 Lake Estates Drive
(Address) 600002425516--2
-02/09/98--01127--003

Boca Raton, FL 33496
(City/State/Zip) *****8.75 *****8.75

600002425516--2
-02/09/98--01127--002
*****70.00 *****70.00

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

Edwin Cooperman at (561) 483-6866
(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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DIVISION OF CORPORATIONS

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Please send certificate of status
\$8.75 is enclosed.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

EDWIN COOPERMAN
TC SOLUTIONS INC.
17651 LAKE ESTATES DRIVE
BOCA RATON, FL 33496

SUBJECT: TC SOLUTIONS INC.
Ref. Number: W98000002912

We have received your document for TC SOLUTIONS INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 498A00007508



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Edwin Cooperman, do hereby certify
that this Resolution of the Board of Directors of T C Solutions Inc

a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on February 17, 1998.

Resolved, that T C Solutions, Inc, organized
and existing in the State of Delaware, hereby adopts the
name Global T C Solutions, Inc
for use in Florida.

Dated: 2/18/1998

[Signature]
Signature of at least one director

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INHS19(3/95)

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. T.C. 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 3. 65-0768481
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/13/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/15/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. T.C. Solutions
c/o Edwin Cooperman
17651 Lake Estates Drive, Boca Raton, Florida
(Current mailing address) 33496

8. Consulting
(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: Mr. Eugene Terry

Office Address: 17759 Lake Estates Dr.

Boca Raton, Fl., Florida, 33496
(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.

Eugene Terry
(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)

CO Chairman: Edwin Cooperman and co CEO

Address: 17651 Lake Estates Dr.
Boca Raton, Florida 33496

CO Vice Chairman: Mr. Eugene Terry and co-CEO

Address: ~~Edwin Cooperman~~
17759 Lake Estates Dr.

Director: Boca Raton Fl 33496

Address: _____

Director: _____

Address: _____

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

President: Mr Edwin Cooperman

Address: 17651 Lake Estates Dr.
Boca Raton, Fl 33496

Vice President: Mr. Eugene Terry

Address: 17759 Lake Estates Dr
Boca Raton Fl. 33496

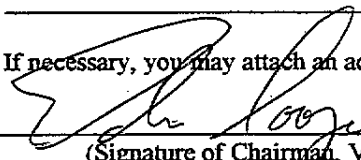
Secretary: E Cooperman

Address: same as above

Treasurer: Eugene Terry

Address: same as above

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

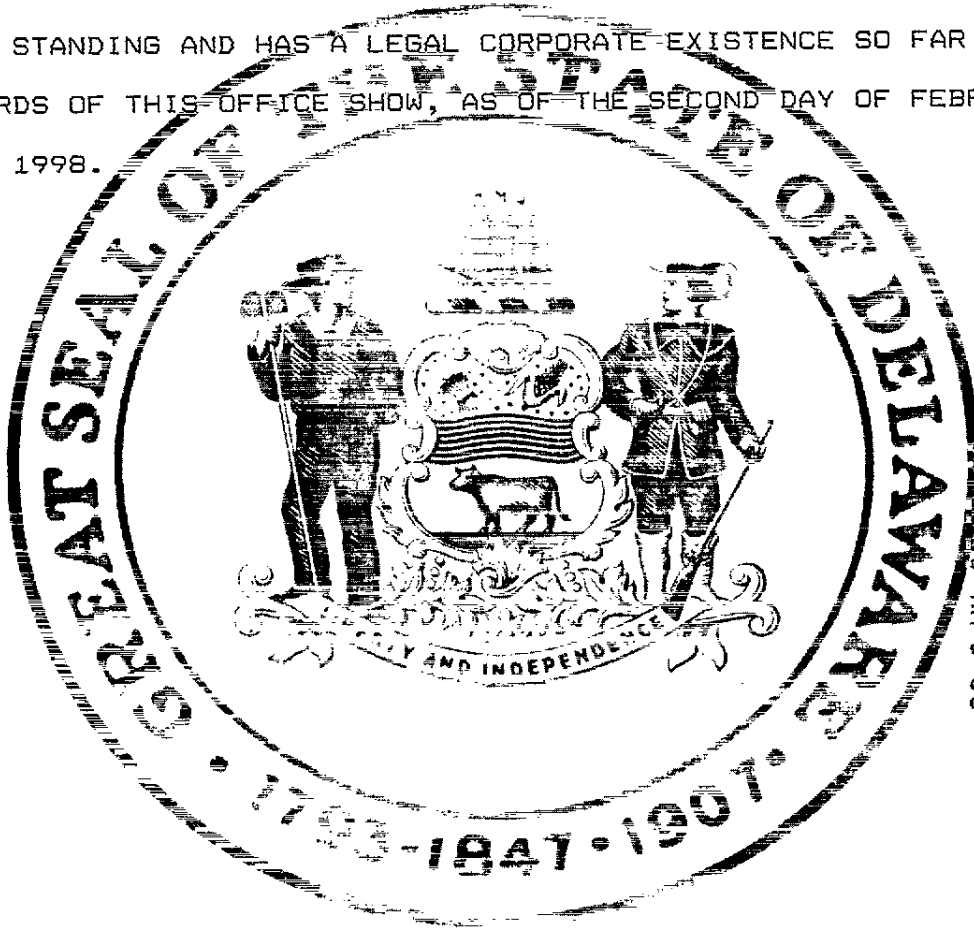
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edwin Cooperman, Co Chairman
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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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 "TC 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 SECOND DAY OF FEBRUARY, A.D. 1998.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8895934

DATE:

02-02-98