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Coherence Incorporated
2269 Post Oak Court
Ocoee, Florida 34761
February 24, 1998


Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/27/98--01057--004
*****70.00 *****70.00

Dear Sirs:

Enclosed please find a Transmittal Letter and "Application by Foreign Corporation to Transact Business in Florida" for Coherence Incorporated.

Sincerely,


Judy McQueen
President

w98-4454
3/12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 11:51

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Coherence Incorporated
(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:

Judy McQueen
(Name of Person)
Coherence Incorporated
(Firm/Company)
2269 Post Oak Court
(Address)
Ocoee, FL 34761
(City/State/Zip)

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

Judy McQueen at (407) 654-7861
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1998

JUDY MCQUEEN, PRESIDENT
COHERENCE INCORPORATED
2269 POST OAK COURT
OCOE, FL 34761

SUBJECT: COHERENCE INCORPORATED
Ref. Number: W98000004454

We have received your document for COHERENCE INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entire first page of your application is blank. Please find this page enclosed, complete it, and return it to us with a copy of this letter.

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: 298A00011189

**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. Coherence Incorporated

(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. _____

(FEI number, if applicable)

4. 11/30/95

(Date of incorporation)

5. Perpetual

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

6. _____
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2269 Post Oak Court

Ocoee, FL 34761

(Current mailing address)

8. Intelligent Transportation Systems Consulting, Education & Training
(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: Judy McQueen

Office Address: 2269 Post Oak Court

Ocoee

, Florida, 34761

(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.

Judy McQueen

(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Judy McQueen

Address: 2269 Post Oak Court
Ocoee, FL 34761

Vice President: Robert McQueen

Address: 2269 Post Oak Court
Ocoee, FL 34761

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

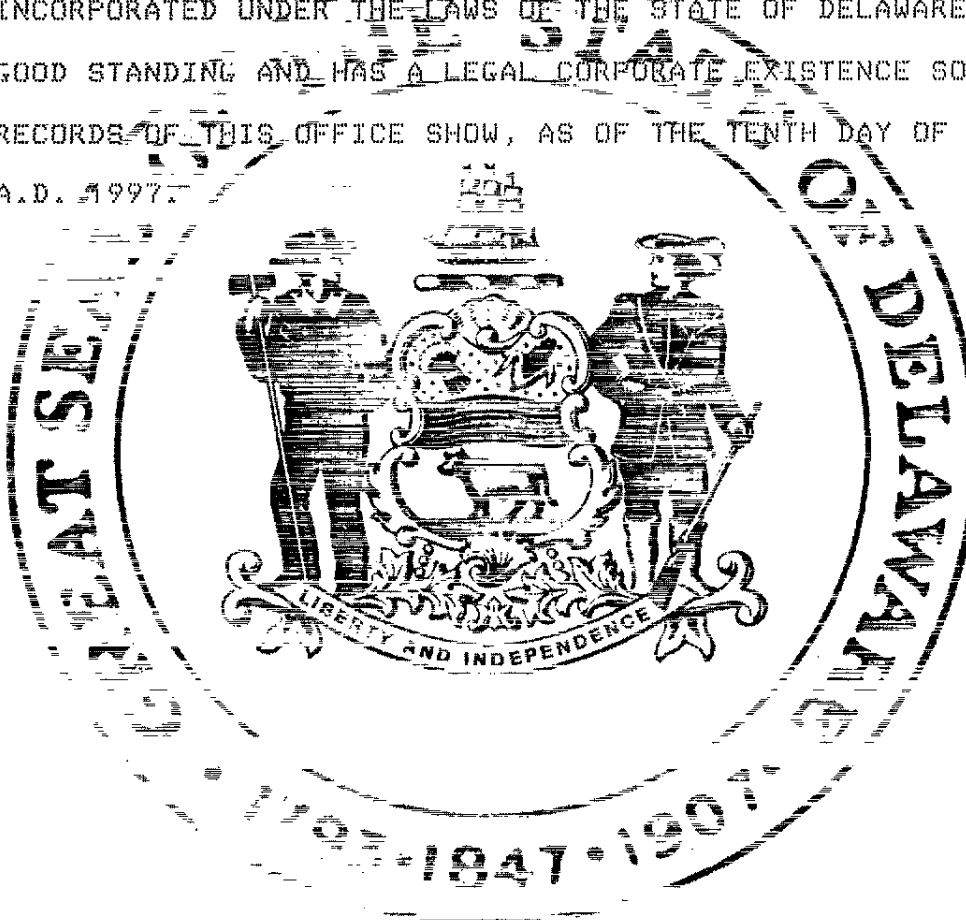
13. Judy McQueen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Judy McQueen, President
(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 "COHERENCE INCORPORATED" 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 NOVEMBER,
A.D. 1997.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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