

F980000001618



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 748884 4347898

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : March 20, 1998

ORDER TIME : 9:11 AM

ORDER NO. : 748884-005

CUSTOMER NO: 4347898

CUSTOMER: Mark Mildenberger, Esq
Davis, Wright & Tremaine
2600 Century Square
1501 Fourth Avenue
Seattle, WA 98101

500002464635--3

FOREIGN FILINGS

NAME: CHEQUEMARK INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

99 MAR 23 AM 9:50
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 10:20

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3/23

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. ChequeMARK 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. Applied for
(FEI number, if applicable)
4. 2-23-98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. ChequeMARK Inc. has not yet transacted business in Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1013 Centre Road
Wilmington, DE 19805
(Current mailing address)
8. To engage in any lawful activity for which corporations may be organized.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
Corporation Service Company
By: Deborah H. Skipper as agent
(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.

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAR 23 AM 10:20
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ID:

MAR 06 '98 13:14 No.003 P.09

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: Patrick H. Gaines
Address: 644 Hornby St.
Vancouver B.C.

Vice Chairman: _____
Address: _____

Director: Donald Salekin
Address: 2390 Lonsdale Ave.
North Vancouver, B.C. V7N 4M0

Director: Wendy Ogilvie
Address: 5375 50th Ave.
Ladner B.C. V4K 4R5

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

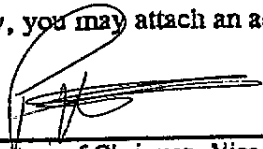
President: Patrick H. Gaines
Address: 644 Hornby St.
Vancouver B.C.

Vice President: _____
Address: _____

Secretary: Wendy Ogilvie
Address: 5375 50th Ave.
Ladner B.C. V4K 4R5

Treasurer: Wendy Ogilvie
Address: 5375 50th Ave.
Ladner B.C. V4K 4R5

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. PATRICK H. GAINES
(Typed or printed name and capacity of person signing application)

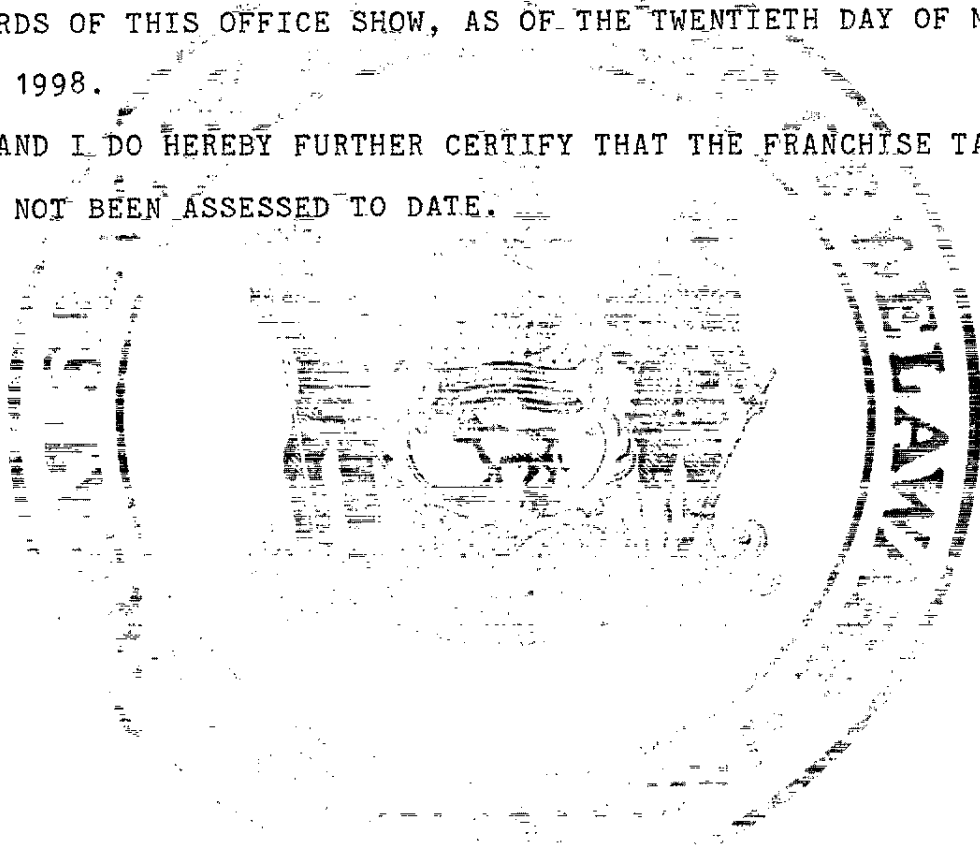
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VANCOUVER, B.C.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEQUEMARK 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 TWENTIETH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 10:20



Edward J. Freel

Edward J. Freel, Secretary of State

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— AUTHENTICATION: 8983209

DATE: 03-20-98