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ACCOUNT NO. : 072100000032

REFERENCE : 762229 1579E

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 122.50

ORDER DATE : March 31, 1998

ORDER TIME : 2:17 PM

ORDER NO. : 762229-010

CUSTOMER NO: 1579E

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 4:20

FOREIGN FILINGS

8000002474218--3

NAME: TRADE'EX ELECTRONIC COMMERCE
SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. TRADE'x ELECTRONIC COMMERCE SYSTEMS, 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. 59-2966059
(FEI number, if applicable)
4. March 24, 1998
(Date of Incorporation)
5. Perpetual
(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. 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602
(Current mailing address)
8. Any lawful act or 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.
By: Corporation Service Company
[Signature]
(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: Daniel S. Aegerter

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

Vice Chairman: _____

Address: _____

Director: Stewart T. Bertron

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

Director: _____

Address: _____

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

President: Daniel S. Aegerter

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

Vice President: Stewart T. Bertron

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

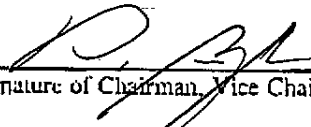
Secretary: Keith Staddon

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

Treasurer: Keith Staddon

Address: c/o 501 East Kennedy Boulevard, Suite 750
Tampa, Florida 33602

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. Daniel S. Aegerter, President
(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 "TRADE'EX ELECTRONIC COMMERCE SYSTEMS, 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1998.

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

FILED
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98 MAR 31 PM 4:21



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8993299

DATE: 03-25-98