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PETER PREVITI
ATTORNEY AT LAW
SUNSET BUSINESS PLAZA
5825 SUNSET DRIVE - SUITE 210
SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 662-9504

FACSIMILE (305) 662-6967

February 11, 1998

Division of Corporations
Attention: Qualification/Tax Lien Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: International Computer Services, Inc.

900002430319--1
-02/13/98--01075--002
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Application by foreign corporation for authorization to transact business in Florida. I have also enclosed herewith a certificate from the home state, as well as my check in the amount of \$70.00.

Please also take special note of the fact that this corporation was previously registered in the State of Florida, but has not had the need to be so registered for the past twelve (12) years until this time and, thus, is the purpose of re-registering. The corporation has continuously maintained its active status in the State of Ohio. There is no need, nor desire, to reinstate the prior registration. The proper and only way this corporation will register is to, in fact, do so in this fashion.

It has also come to my attention that there may be another corporate entity in the State of Florida utilizing this name. If so, the corporation will transact business in the State of Florida under the name ICSI, Inc. If there is a need to register this fictitious name complete any additional forms for the State of Florida, please provide the forms and instructions. It would be helpful if you could give me a call pertaining to any additional requirements.

Sincerely,



Peter Previti

PP/br
enc.

2/13/98
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 13 1998
PM 2:42

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: International Computer Services, 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:

Peter Previti

(Name of Person)

Law Office of Peter Previti

(Firm/Company)

5825 Sunset Drive, Suite 210

(Address)

South Miami, Florida 33143

(City/State/Zip)

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

Peter Previti

(Name of Person)

at (305) 662-9504

(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



RECEIVED FEB 18 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

PETER PREVITI
LAW OFFICE OF PETER PREVITI
5825 SUNSET DRIVE SUITE 210
SOUTH MIAMI, FL 33143

SUBJECT: ICSI, INC.
Ref. Number: W98000003329

We have received your document for ICSI, INC. and your check(s) totaling \$70.00. 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: 698A00008588

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 6 PM 2:42

I, the undersigned Gilbert F. Morgan, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

INTERNATIONAL COMPUTER SERVICES, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Ohio,

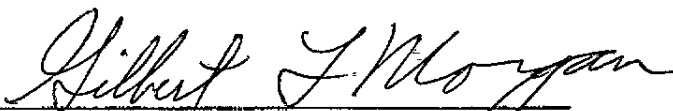
was duly adopted on March 2nd, 19 98.

Be it resolved, that INTERNATIONAL COMPUTER SERVICES, INC.,
(Corporate Name)

organized and existing in the State of Ohio, hereby adopts the name

ICSI, INC. for use in Florida.

Dated: 3/16/98



Signature of either Chairman, Vice Chairman or any officer

Gilbert F. Morgan, Chairman

Type or print name

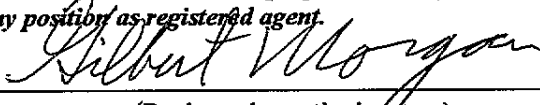
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. International Computer Services, 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. Ohio
(State or country under the law of which it is incorporated)
3. 34-1134301
(FEI number, if applicable)
4. December 12, 1973
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June, 1978
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6001 NW 153 Street
Miami Lakes, Florida 33014
(Current mailing address)
8. Computer services
(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: Gilbert F. Morgan
Office Address: 6001 NW 153 Street
Miami Lakes, Florida, 33014
(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.


(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 6 PM 2:42

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

Chairman: Gilbert F. Morgan

Address: 6001 NW 153 Street, Miami Lakes, Florida 33014

Vice Chairman: _____

Address: _____

Director: Dwight A. Polos

Address: 6001 NW 153 Street, Miami Lakes, Florida 33014

Director: _____

Address: _____

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

President: Gilbert F. Morgan

Address: 6001 NW 153 Street, Miami Lakes, Florida 33014

Vice President: _____

Address: _____

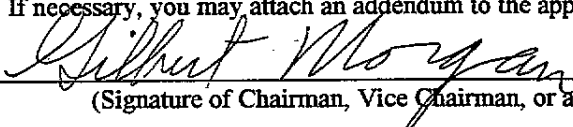
Secretary: Dwight A. Polos

Address: 6001 NW 153 Street, Miami Lakes, Florida 33014

Treasurer: Dwight A. Polos

Address: 6001 NW 153 Street, Miami Lakes, Florida 33014

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. Gilbert F. Morgan
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 6 PM 2:42

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show INTERNATIONAL COMPUTER SERVICES, INC., an Ohio Corporation, Charter No. 447205, having its principal location in Akron, County of Summit, was incorporated on December 12, 1973, is currently in GOOD STANDING upon the records of this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 PM 2:42



WITNESS my hand and official
seal at Columbus, Ohio this
29th day of December, A.D. 1997

Bob Taft

Bob Taft
Secretary of State