



AVATECH
SOLUTIONS

F98000002014

April 3, 1998

VIA OVERNIGHT DELIVERY

Florida Secretary of State
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, Florida 32399

700002482967--6

-04/08/98--01090-001

*****70.00 *****70.00

RE: Foreign Corporation Qualification-Avatech of Florida, Inc., a
Delaware corporation

Dear Sir/Madam:

Enclosed for filing, please find one (1) original and one (1) copy of the Application for Foreign Corporation Qualification for Avatech of Florida, Inc., a Delaware corporation. Also enclosed is our check in the amount of \$70.00 for filing fees associated with this request.

Please return a date stamped copy to me at your earliest convenience. I have enclosed a return overnight delivery envelope for your convenience. **Please note that on this same date, I have sent to the Florida Secretary of State, Amendment Section, Articles of Merger by and among Avatech Solutions, Inc., Avatech of Florida, Inc., and Florida Design Automation, Inc.**

Please contact me immediately with any questions. Thank you in advance for your assistance.

Sincerely,

Jennifer K. Givens
Mergers and Acquisitions Coordinator

(FedA) 2151 4413 5

Enclosures

cc: A. Lynne Puckett, Esquire (with enclosures)

4/8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 2:00

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Avatech of Florida, 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:

Jennifer K. Givens

(Name of Person)

Avatech Solutions, Inc.

(Firm/Company)

11403 A Cronhill Drive

(Address)

Owings Mills, Maryland 21117

(City/State/Zip)

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

Jennifer Givens

(Name of Person)

at (410) 902-6900

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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. Avatech of Florida, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 24, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11403A Cronhill Drive
Owings Mills, Maryland 21117
(Current mailing address)

To design, manufacture, supply, distribute and market various technology including computer automated design software and hardware connected therewith.

8. _____
(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: Nancy Strand

Office Address: 536 Interstate Court

Sarasota, Florida, 34240
(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.

[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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 2:00

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: Henry D. Felton, Director

Address: 11403A Cronhill Drive, Owings Mills, Maryland 21117

Vice Chairman: Ronald Diegelman, Director

Address: 11403A Cronhill Drive, Owings Mills, Maryland 21117

Director: V. Joel Nicholson, Director

Address: 11403A Cronhill Drive, Owings Mills, Maryland 21117

Director: _____

Address: _____

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

President: Henry D. Felton

Address: 11403 A Cronhill Drive,
Owings Mills, Maryland 21117

Vice President: _____

Address: _____

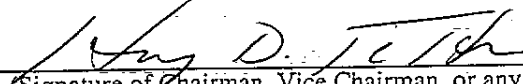
Secretary: V. Joel Nicholson

Address: 11403A Cronhill Drive
Owings Mills, Maryland 2117

Treasurer: Ronald Diegelman

Address: 11403A Cronhill Drive
Owings Mills, Maryland 21117

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)

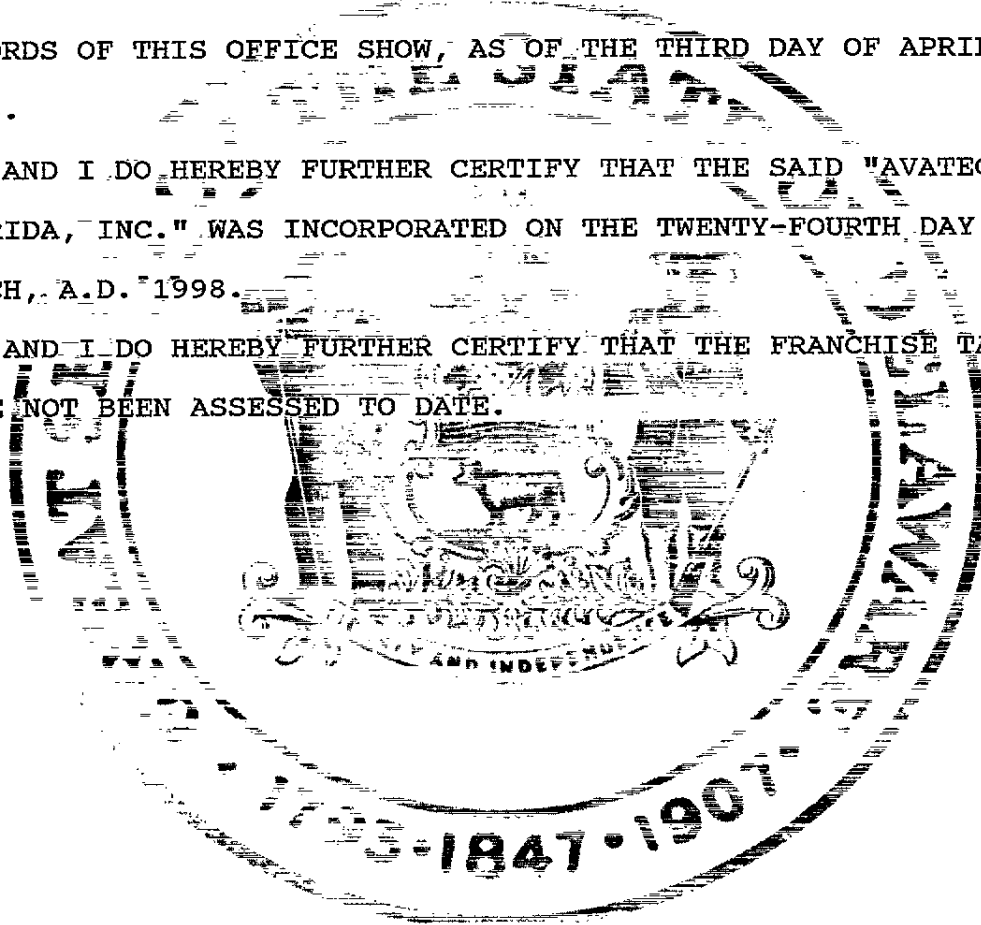
14. Henry D. Felton
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVATECH OF FLORIDA, 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 THIRD DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AVATECH OF FLORIDA, INC." WAS INCORPORATED ON THE TWENTY-FOURTH 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 APR -8 PM 2:00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9012220

DATE: 04-03-98