

F98000002100

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Integrated Vision Systems, 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:

Kathleen Lees
(Name of Person)

XL Vision, Inc.
(Firm/Company)

10315 102nd Terrace
(Address)

Sebastian, FL 32958
(City/State/Zip)

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-04/10/98-01078-004
*****78.75 *****78.75

W98-7275

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

Kathleen Lees at (561) 581-7384
(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

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DIVISION OF CORPORATIONS
98 APR 14 AM 8:15

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1998

KATHLEEN LEES
XL VISION INC
10315 102ND TERRACE
SEBASTIAN, FL 32958

SUBJECT: INTEGRATED VISION SYSTEMS, INC.
Ref. Number: W98000007275

We have received your document for INTEGRATED VISION SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certificate of incorporation that is not what we require in order to process the application. You would need to obtain a certificate of existence (good standing) from your Secretary of State in Delaware.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00017471

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**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. Integrated Vision 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/24/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/20/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10315 102nd Terrace
Sebastian, FL 32958
(Current mailing address)
8. To engage in any lawful activity for which corporation may be organized.
(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: Kathleen Lees
Office Address: 10315 102nd Terrace
Sebastian, Florida, 32958
(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.

Kathleen Lees

(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: John S. Scott

Address: 10315 102nd Terrace
Sebastian, FL 32958

Vice Chairman: _____

Address: _____

Director: Gregory W. Haskell

Address: 10315 102nd Terrace
Sebastian, FL 32958

Director: _____

Address: _____

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

President: Gregory W. Haskell

Address: 10315 102nd Terrace,
Sebastian, FL 32958

Vice President: David P. Szostak

Address: 10315 102nd Terrace
Sebastian, FL 32958

Secretary: Kathleen Lees

Address: 10315 102nd Terrace
Sebastian, FL 32958

Treasurer: David P. Szostak (see above)

Address: _____

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

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

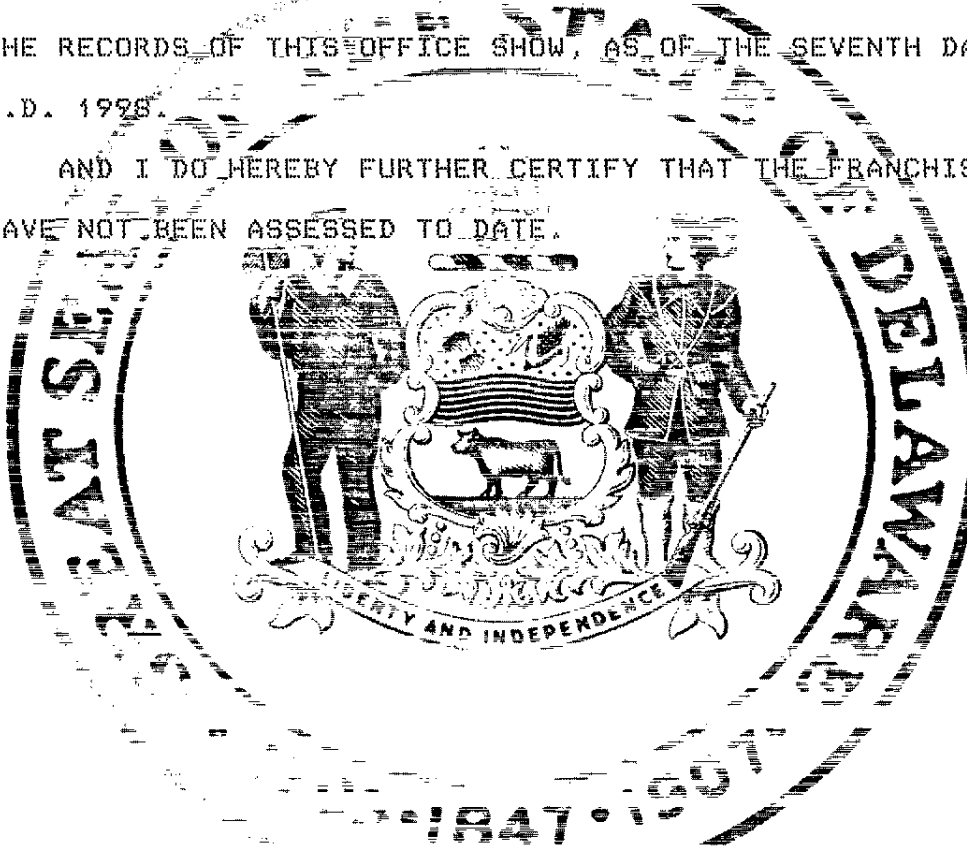
14. Kathleen Lees - Secretary
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRATED VISION 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 SEVENTH DAY OF APRIL, A.D. 1998.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9016134

DATE:

04-07-98