

F98000002325

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700002488257--6

-04/14/98-01063-020

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

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Willow Systems Limited

(Corporation Name)

(Document #)

W98-8341

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 14, 1998

AMERILAWYER

SUBJECT: WILLOW SYSTEMS LIMITED
Ref. Number: W98000008341

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 12:32

We have received your document for WILLOW SYSTEMS LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 698A00019886

RECEIVED
98 APR 23 AM 11:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Willow 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. New Mexico 3. -85-0443081
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 23, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. has not transacted business in Florida yet
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO Box 11849, Albuquerque, New Mexico 87192
(Current mailing address)

8. Design and Development of Electro-Optical Systems
(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: Spiegel & Utrera, P.A., d/b/a AmeriLawyer

Office Address: 343 Almeria Avenue
Coral Gables, Florida, 33134
(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: [Signature]
(Registered agent's signature)

Natalia Utrera, Vice-President

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 12:32

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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: Douglas E. Elerath

Address: 12457 North Highway 14

Cedar Crest, NM 87008

Vice Chairman: Betzi M. Hitz

Address: 12457 North Highway 14

Cedar Crest, NM 87008

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Douglas E. Elerath

Address: 12457 North Highway 14

Cedar Crest, NM 87008

Vice President: Samuel C. Rogers

Address: 5901 Canyon Crest Place

Albuquerque, NM 87110

Secretary: Samuel C. Rogers

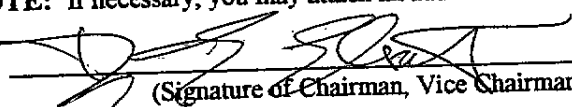
Address: Same as above

Treasurer: Douglas E. Elerath

Address: Same as above

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DIVISION OF CORPORATIONS
98 APR 23 PM 12:32

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. Douglas E. Elerath, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW MEXICO



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 12:30

IT IS HEREBY CERTIFIED that:
WILLOW SYSTEMS LIMITED

1798198

a corporation organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the
BUSINESS CORPORATION ACT

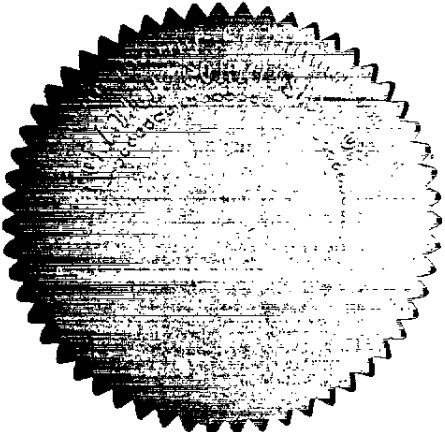
(53-11-1 to 53-18-12 NMSA 1978)


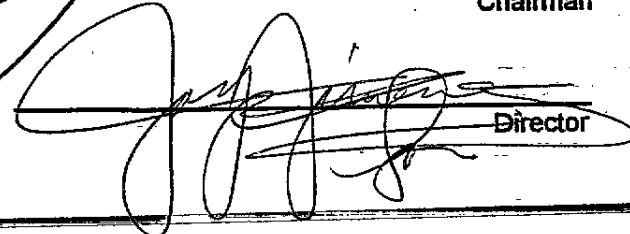
having filed its Articles of Incorporation MAY 23, 1996
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State
Corporation Commission, which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing and duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be construed
as an endorsement, recommendation or notice of approval of the
corporation's financial condition or business activities and
practices. This Certificate of Good Standing and Compliance
expires MARCH 15, 1999

Dated: MARCH 23, 1998

In Testimony Whereof, the State Corporation
Commission of the State of New Mexico has
caused this certificate to be signed by its
Chairman and the Seal of said Commission to be
affixed at the City of Santa Fe




Chairman

Director