

F9800000024/C

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Async Technologies, 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:

Gayle Marence
(Name of Person)

Async Technologies, Inc.
(Firm/Company)

2111 Cass Lake Road, Suite 102
(Address)

Keego Harbor, MI 48320
(City/State/Zip)

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-03/30/98--01045--003
*****70.00 *****70.00

4/28

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

Gayle Marence at (248) 738-8357
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 30, 1998

GAYLE MORENCE
ASYNC TECHNOLOGIES, INC.
2111 CASS LAKE RD., #102
KEEGO HARBOR, MI 48320

SUBJECT: ASYNC TECHNOLOGIES, INC.
Ref. Number: W98000006992

We have received your document for ASYNC TECHNOLOGIES, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 798A00016824

AFFIDAVIT

[illegible]

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements, Matthew Schumacher, who after being by me first duly sworn, upon oath deposes and says as follows:

1. His is the President for Async Technologies, Inc., a Michigan Corporation.
2. The Application by foreign corporation for authorization to transact business in Florida, submitted to the Florida Department of Stated, contained erroneous information.
3. Async Technologies, Inc. has never conducted business in the State of Florida. The date of June 23, 1997, submitted on the Application was erroneously listed. This date was the first date Async Technologies Inc. made a sale to an organization in Florida by our Michigan sales office and either shipped directly from our Michigan address or drop shipped from an out-of-state supplier. This does not constitute transacting business or conducting affairs pursuant to Florida Statutes 607.1501.
4. The correct date the corporation shall begin conducting affairs in Florida shall be the date the Florida Secretary of State qualifies it.


Matthew Schumacher

Subscribed and sworn before me this 20 day of April, 1998, by Matthew Schumacher, who is personally known to me.

Gayle S. Morence
Gayle S. Morence
Notary Public, County of Oakland
State of Michigan
My Commission Expires: 01-10-2001

**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:*

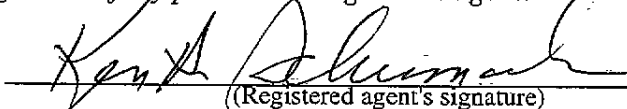
1. Async Technologies, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Michigan 3. 38-3200783
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/07/94 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 23, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 2111 Cass Lake Road, Suite 102
Keego Harbor, MI 48320
(Current mailing address)
8. Retail sales & installation of computer products.
(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: Ken Schumacher

Office Address: 1451 West Cypress Creek Road, Suite 300
Ft. Lauderdale, Florida, 33309
(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)

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

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: n/a

Address: _____

Director: n/a

Address: _____

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

President: Matthew Schumacher

Address: 3649 Karen Parkway #101

Waterford, MT 48328

Vice President: _____

Address: _____

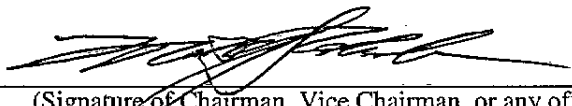
Secretary: _____

Address: _____

Treasurer: _____

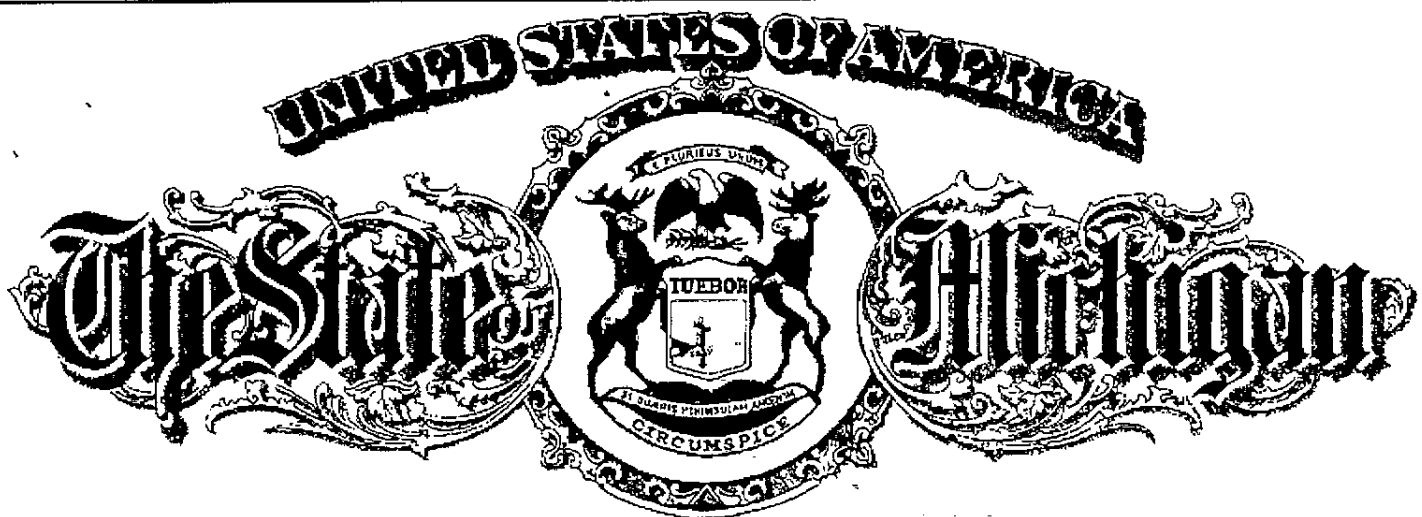
Address: _____

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. Matthew Schumacher
(Typed or printed name and capacity of person signing application)

FILED
98 APR 23 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

ASYNC TECHNOLOGIES, INC.

was validly incorporated on September 7, 1994, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of March, 1998.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau