

F98000002580



**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 806001 4320229

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : May 4, 1998

ORDER TIME : 1:14 PM

ORDER NO. : 806001-025

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick Stockton, LLP
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

200002513872--6

FOREIGN FILINGS

NAME: INNOTRAC CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

95/6
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 2:54

RECEIVED
98 MAY -6 PM 1:49
DIVISION OF CORPORATION

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. INNOTRAC CORPORATION
(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. GEORGIA 3. 58-1592285
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/08/84 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON OR FOLLOWING QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 1828 MECA WAY
NORCROSS, GA 30093
(Current mailing address)
Engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of GA, including, but not limited to, technology based marketing support systems
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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Patricia Pigitt
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

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. Donald L. Colter Jr
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DONALD L. COLTER JR
(Typed or printed name and capacity of person signing application)

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OFFICERS AND DIRECTORS
OF
INNOTRAC CORPORATION

Directors

Scott D. Dorfman
1828 Meca Way
Norcross, GA 30093

David L. Ellin
1828 Meca Way
Norcross, GA 30093

Larry C. Hanger
1828 Meca Way
Norcross, GA 30093

Bruce V. Benator
1040 Crown Pointe Pkwy, Suite 400
Atlanta, GA 30338

Martin J. Blank
c/o APCO
15 Dunwoody Parkway #100
Atlanta, GA 30338

Campbell B. Lanier, III
c/o ITC Holding Company
1239 O.G. Skinner Drive
West Point, GA 31833

William H. Scott, III
c/o ITC Holding Company
1239 O.G. Skinner Drive
West Point, GA 31833

Officers

Scott D. Dorfman: President, Chief Executive Officer and Chairman of the Board
see address above

David L. Ellin: Sr. Vice President, Chief Operating Officer, and Secretary
see address above

Donald L. Colter, Jr.: Vice President-Operations
1828 Meca Way, Norcross, GA 30093

Larry C. Hanger: Vice President-Business Development
see address above

John H. Nichols, III: Vice President and Chief Financial Officer
1828 Meca Way, Norcross, GA 30093

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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DIVISION OF CORPORATIONS
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KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE ST, STE 2800
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

INNOTRAC CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State