

F98000002743

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: QDI COMPUTER (USA) INC.

(Name of corporation - must include suffix)

300002149523--4
-04/21/97-01154--005
*****70.00 *****70.00

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:

~~Lily Ip~~
(Name of Person)
~~QDI COMPUTER (USA) INC.~~
(Firm/Company)
~~41456 CHRISTY STREET~~
(Address)
~~Fremont, CA 94538~~
(City/State/Zip)

W47-9285

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

~~Lily Ip~~ at ~~(510) 668-4933~~
(Name of Person) (Area Code & Daytime Telephone Number)

#5/14

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 9:53

Fax (305) 436-8812
Phone (305) 436-8808

Rolando
QDI Computer (USA) INC.
3399 NW 72nd Ave, suite 222
Miami, FL 33122



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1997

LILY IP
QDI COMPUTER (USA) INC.
41456 CHRISTY STREET
FREMONT, CA 94538

SUBJECT: QDI COMPUTER (USA) INC.
Ref. Number: W97000009285

We have received your document for QDI COMPUTER (USA) INC. 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 application you submitted is incomplete in a couple of ways; line one has been cut off of the form, and section 12 has been deleted from the form. Please complete the new, blank application which is attached. Please note that while the corporation may not serve as its own agent, an officer or director of the corporation may serve as agent.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please note that while the corporation may not serve as its own agent, an officer or director of the corporation may serve as agent.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 397A00020608

**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. QDI Computer (USA), 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. California
(State or country under the law of which it is incorporated)
3. 77-0315981
(FEI number, if applicable)
4. 7/6/92
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 41456 Christy St.
Fremont, CA 94538
(Current mailing address)
8. Sales, Support, Service office to serve customers in the FL area
(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: Rolando R. Zavaleta.
Office Address: 3399 NW 72 Ave. Ste 222
Miami, Florida, 33122
(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.

RR Zavaleta
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 9:53

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: CHUANZHI LIUAddress: 41456 CHRISTY STREET, FREMONT, CA 94538

Vice Chairman: _____

Address: _____

Director: CHUANZHI LIUAddress: 41456 CHRISTY STREET, FREMONT, CA 94538Director: ANDERS CHEUNGAddress: 41456 CHRISTY STREET, FREMONT, CA 94538

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

President: ANDERS CHEUNGAddress: 41456 CHRISTY STREET, FREMONT, CA 94538

Vice President: _____

Address: _____

Secretary: ARTHUR IPAddress: 41456 CHRISTY STREET, FREMONT, CA 94538Treasurer: ARTHUR IPAddress: 41456 CHRISTY STREET, FREMONT, CA 94538

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

13. OK

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

14. SECRETARY

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

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14, AM 9:54

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 3rd day of July, 19 92,

QDI COMPUTER (USA) INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

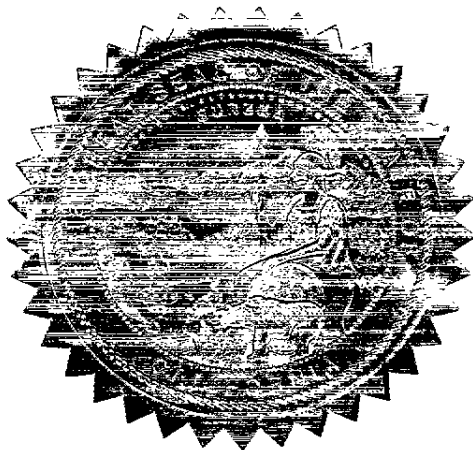
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 25, 1997



Bill Jones

Secretary of State