

F98000003563

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Roadpoet Ventures Ltd.
(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:

Page Bell
(Name of Person)
CorpAmerica, Inc.
(Firm/Company)
30 Old Rudnick Lane
(Address)
Dover, DE 19901
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 12:20
mtm
6/23

700002561907--6
-06/16/98--01118--003
*****70.00 *****70.00

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

Page Bell at (302) 736-4300
(Name of Person) (Area Code & Daytime Telephone Number)

W98-13871

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

June 17, 1998

PAGE BELL
CORPAMERICA, INC.
30 OLD RUDNICK LANE
DOVER, DE 19901

SUBJECT: ROADPOET VENTURES LTD.
Ref. Number: W98000013871

We have received your document for ROADPOET VENTURES LTD. 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 298A00033541

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 12:20

**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. Roadpoet Ventures Ltd., 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. 5-26-98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7-1-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1891 Englewood Road, Suite 209, Englewood, FL 34223
(Current mailing address)

8. Internet mail order service business
(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: CorpAmerica, Inc.

Office Address: 1525 South Andrews Avenue, Suite 216
Fort Lauderdale, Florida, 33316
(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 12:20

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

Chairman: Joseph B. Wigley

Address: 1891 Englewood RD. #209
Englewood, FL 34223

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Joseph B. Wigley

Address: 1891 Englewood RD. #209
Englewood, FL 34223

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
98 JUN 23 PM 12:20

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

13. Joseph B. Wigley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph B. Wigley
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROADPOET VENTURES LTD." 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 FIFTEENTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROADPOET VENTURES LTD." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 12:20



2900354 8300

981230693



Edward J. Freel, Secretary of State

9138719

AUTHENTICATION:

06-15-98

DATE: