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July 3, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/06/98--01076--001
*****70.00 *****70.00

Re: CEREBRUS SYSTEMS & SERVICES CORP.

Enclosed herein please find and original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named California entity. Please file the document and return to me a stamped filed copy of the application Articles. Enclosed please find 1 check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

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DIVISION OF CORPORATIONS

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. CEREBRUS SYSTEMS & SERVICES CORP.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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 YORK

(State or country under the law of which it is incorporated)

3. 03/ 3/1998

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 11-3429533

(Federal Employer Identification number, if applicable)

6. As of the date of filing of this application

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2855 APALACHEE PARKWAY, SUITE D-189, TALLAHASSEE, FLORIDA 32301

(Current mailing address)

8. COMPUTER SYSTEMS DEVELOPMENT AND CONSULTING SERVICES

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SURESH GUTTIKONDA

Address: 2855 APALACHEE PARKWAY, SUITE D-189,
TALLAHASSEE, FLORIDA 32301

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:President: SURESH GUTTIKONDAAddress: 2855 APALACHEE PARKWAY, SUITE D-189
TALLAHASSEE, FLORIDA 32301

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: ☒ SURESH GUTTIKONDAOffice Address: 2855 APALACHEE PARKWAY, SUITE D-189TALLAHASSEE, Florida 32301

Zip Code

11. 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: ☒ *Suresh Guttikonda*

12. 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.

13. ☒ *Suresh Guttikonda*

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. SURESH GUTTIKONDA, PRESIDENT

(Name and capacity of person signing application)

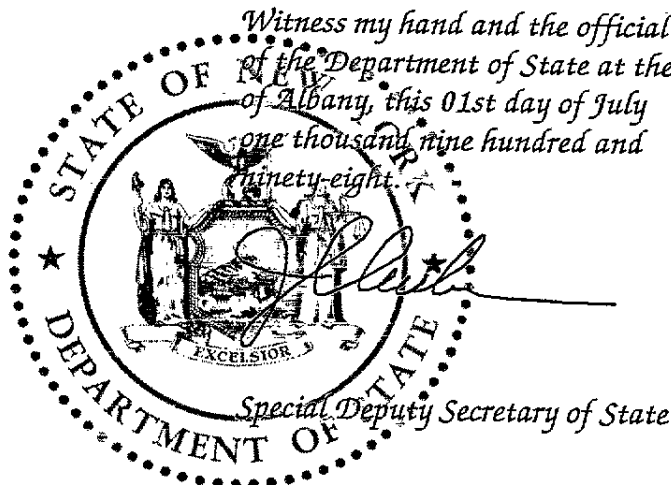
State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of CEREBRUS SYSTEMS & SERVICES CORP. was filed on 03/03/1998, under the name of TRIKAL CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment TRIKAL CORPORATION, changing name to CEREBRUS SYSTEMS & SERVICES CORP., was filed 03/23/1998.

I further certify, that no other certificates have been filed by such corporation.



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