

TRANSMITTAL LETTER

F98000003887

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HB International Inc.

(Name of corporation - must include suffix)

400002548424 - - 3

-06/05/98--01025--002

*****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:

W98-12951

Delbert Bloss

(Name of Person)

HB International Inc.

(Firm/Company)

4315 Bayshore Boulevard, NE

(Address)

St. Petersburg, FL 33703

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 11:06

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

Delbert Bloss

(Name of Person)

at 813-521-4587

(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

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V50008



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1998

DELBERT BLOSS
HB INTERNATIONAL INC.
4315 BAYSHORE BLVD., NE
ST. PETERSBURG, FL 33703

SUBJECT: HB INTERNATIONAL INC.
Ref. Number: W98000012951

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We have received your document for HB INTERNATIONAL 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:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00031886

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned DELBERT F. BLOSS JR, do hereby certify
(Name)

that this Resolution of the Board of Directors of HB INTERNATIONAL INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on July 7, 19 98.

Be it resolved, that HB INTERNATIONAL INC.,
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

HB TECHNOLOGY SERVICES INC for use in Florida.

Dated: July 7, 1998

Delbert F. Bloss Jr.
Signature of either Chairman, Vice Chairman or any officer

CHAIRMAN

DELBERT F. BLOSS JR
Type or print name

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 11:06

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

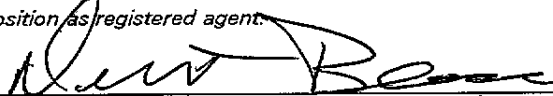
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. HB International 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
(State or country under the law of which it is incorporated)
3. 59-3505373
(FEI number, if applicable)
4. April 3, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 3, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4315 Bayshore Boulevard, NE
St. Petersburg, FL 33703
(Current mailing address)
8. Consulting - Computer Services
(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: Delbert Bloss
Office Address: 4315 Bayshore Boulevard, NE
St. Petersburg, Florida, 33703
(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: Delbert Bloss

Address: 4315 Bayshore Boulevard, NE

St. Petersburg, FL 33703

Vice Chairman: Robert O. Harlan

Address: 4595 W. Spring Creek Parkway, Suite 2911

Plano, TX 75024

Director: _____

Address: _____

Director: _____

Address: _____

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

~~CHAIRMAN~~ + SECRETARY

President: Delbert Bloss

Address: 4315 Bayshore Boulevard, NE

St. Petersburg, FL 33703

~~President~~ Robert O. Harlan

Address: 4595 W. Spring Creek Parkway, Suite 2911

Plano, TX 75024

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Delbert Bloss, CHAIRMAN + SECRETARY

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

14. Delbert Bloss, Chairman & ~~President~~

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 11:07

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HB INTERNATIONAL INC." 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 TWELFTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HB INTERNATIONAL INC." WAS INCORPORATED ON THE THIRD DAY OF APRIL, A.D. 1998.

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

FILED
DIVISION OF STATE
98 JUL -9 AM 11:07



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981180702

AUTHENTICATION: 9075111

DATE: 05-12-98