

F98000004096

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RDN COMMUNICATIONS, INC.
(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:

500002573745--8
-06/26/98--01085--009
*****8.75 *****8.75

DOUGLAS NAIL
(Name of Person)

500002573745--8
-06/26/98--01085--008
*****70.00 *****70.00

RDN COMMUNICATIONS, INC.
(Firm/Company)

5845 AVENIDA ENCINAS SUITE 130
(Address)

CARLSBAD CA 92008
(City/State/Zip)

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

WENDY COLOMBO at (760) 929-7990
(Name of Person) (Area Code & Daytime Telephone Number)

W98-14779

Handwritten signature/initials

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 20 AM 9:56

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1998

DOUGLAS NAIL
RDN COMMUNICATIONS, INC.
5845 AVENIDA ENCINAS SUITE 130
CARLSBAD, CA 92008

SUBJECT: RDN COMMUNICATIONS, INC.
Ref. Number: W98000014779

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RDN COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 298A00035186

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. RDN COMMUNICATIONS, 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. IL 3. 36-4096105
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY, 17 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9856 NOB HILL COURT
SUNRISE FL 33351
(Current mailing address)

8. TELEPHONE SALES
(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: RAN HATUKA

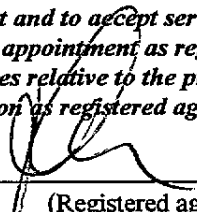
Office Address: 9856 NOB HILL COURT

SUNRISE, Florida, 33351
(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: RAN HATUKA

Address: 9856 NOB HILL COURT

SUNRISE FL33351

Vice President: DOUG NAIL

Address: 1441 CREST DRIVE

ENCINITAS CA 92024

Secretary: WENDY COLOMBO

Address: 247 S. RIOS AVENUE

SOLANA BEACH CA 92075

Treasurer: NEIL FOX

Address: 2057 COAST BOULEVARD

DEL MAR CA 92014

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

13.  _____

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

14. RAN HATUKA - PRESIDENT

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

File Number 5896-006-3

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



98 JUL 20 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To all to whom these Presents Shall Come, Greeting.

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that RDN COMMUNICATIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 17, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* 22ND
day of MAY *A.D., 19* 98

George H Ryan
SECRETARY OF STATE