

F98000004459

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900002587299--E
-07/13/98--01143--003
*****70.00 *****70.00

SUBJECT: ITEX Corporation
(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:

way-15862

Donovan C. Snyder
(Name of Person)

ITEX Corporation
(Firm/Company)

PO Box 2309
(Address)

Portland, OR 97208
(City/State/Zip)

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

Donovan C. Snyder at (503) 244-4933
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 14, 1998

DONOVAN C. SNYDER
ITEX CORPORATION
PO BOX 2309
PORTLAND, OR 97208

SUBJECT: ITEX CORPORATION
Ref. Number: W98000015862

We have received your document for ITEX CORPORATION 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00037307



ITEX Corporation
Executive Offices • One Lincoln Center • Portland, OR • P.O. Box 2309 • Portland, OR 97208-2309 • (503) 244-4673 • Fax (503) 245-0748

August 3, 1998

Lee Rivers
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: ITEX Corporation, Ref. Number: W98000015862

Dear Mr. Rivers:

Enclosed please find a resolution of the Board of Directors of ITEX Corporation authorizing the use of the name "The Real ITEX Corporation" in Florida. Please add this resolution to ITEX Corporations file and register ITEX Corporation as a foreign corporation authorized to do business in the State of Florida under the name The Real ITEX Corporation.

Thank you for your assistance.

Sincerely,

Stephen C. Pearson
Assistant to General Counsel

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Donovan C. Snyder, do hereby certify
(Name)

that this Resolution of the Board of Directors of ITEX Corporation

(Corporate Name)

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

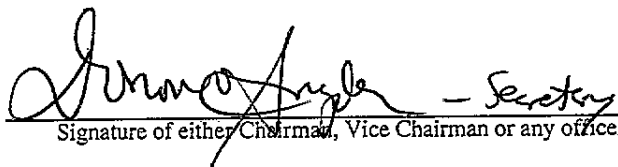
was duly adopted on July 31, 19 98.

Be it resolved, that ITEX Corporation,
(Corporate Name)

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

The Real ITEX Corporation for use in Florida.

Dated: August 3, 1998

 - Secretary
Signature of either Chairman, Vice Chairman or any officer

Donovan C. Snyder - Secretary
Type or print name

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TALLAHASSEE FLORIDA

**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. ITEX Corporation

(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. Nevada

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

3. 93 0922994

(FEI number, if applicable)

4. October 1, 1985

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 6, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. P.O. Box 2309

Portland, OR 97208

(Current mailing address)

8. Any lawful activity

(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: CT Corporate System

Office Address: 1200 S. Pine Island Rd.

Plantation

, Florida, 33324

(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.

Please See Attached Consent

(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.

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TALLAHASSEE FLORIDA

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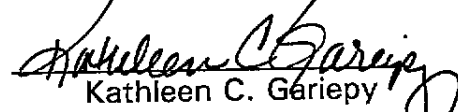
CONSENT TO SERVE AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent hereby agrees to act in this capacity for the following corporation: ITEX Corporation

Date: June 30, 1998

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

C T CORPORATION SYSTEM


Kathleen C. Gariepy
Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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: Graham H. Norris, Sr.

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

Vice Chairman: N/A

Address: _____

Director: Mary J. Scherr

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

Director: Joseph Morris

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

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

President: Graham H. Norris, Sr.

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

Vice President: Joseph Morris

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

Secretary: Donovan C. Snyder

Address: 10300 SW Greenburg Rd., #370

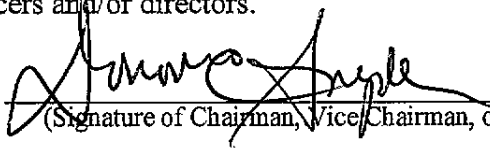
Portland, OR 97223

Treasurer: Joseph Morris

Address: 10300 SW Greenburg Rd., #370

Portland, OR 97223

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. Donovan C. Snyder, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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12. Names and address of officers and/or directors (cont'd)

A. DIRECTORS (cont'd)

Director: Charles Padbury
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Director: Evan Ames
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Director: Robert Nelson
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Director: Ronald P. Erickson
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Director: G. Dale Weight
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

B. Officers (cont'd)

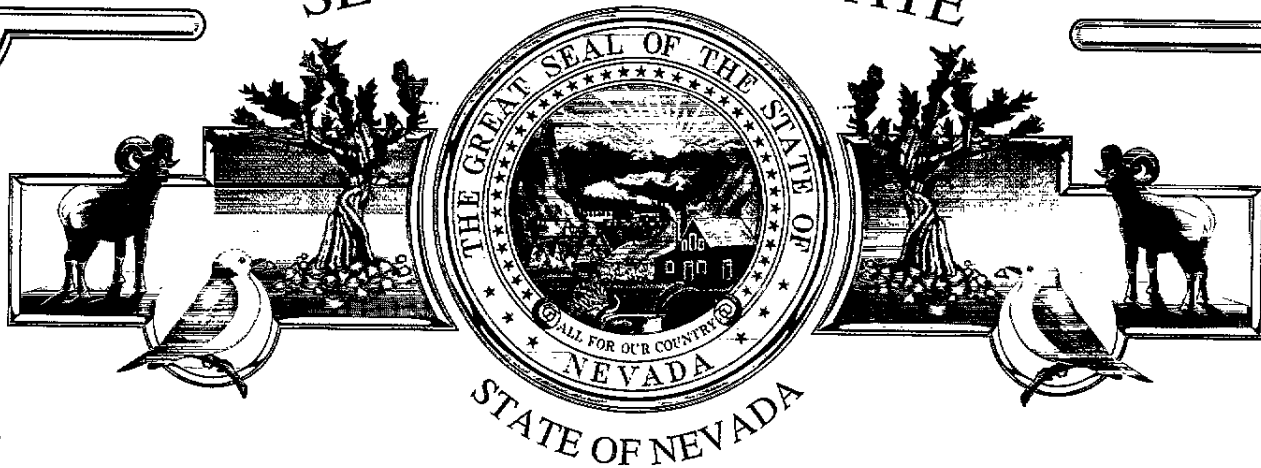
Vice President: Gerald Pitts
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Vice President: Edward Wittman
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

Vice-President: Mary J. Scherr
Address: 10300 SW Greenburg Rd., #370
Portland, OR 97223

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TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ITEX CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 1, 1985, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 2, 1998.



Dean Heller
Secretary of State

By

Sequelene
Certification Clerk

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