

F98000004836

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INDUSTRIAL CONTROL ENTERPRISES, 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:

AMY W. HARKNESS
(Name of Person)

500002624825-5
-08/26/98-01015-001
*****70.00 *****70.00

INDUSTRIAL CONTROL ENTERPRISES, INC.
(Firm/Company)

5000-18 HIGHWAY 17 SUITE 242
(Address)

ORANGE PARK, FL 32073
(City/State/Zip)

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

AMY W. HARKNESS at (904) 278 9028
(Name of Person) (Area Code & Daytime Telephone Number)

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

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 13, 1998

AMY W. HARKNESS
INDUSTRIAL CONTROL ENTERPRISES, INC.
5000-18 HWY 17, SUITE 242
ORANGE PARK, FL 32073

SUBJECT: INDUSTRIAL CONTROL ENTERPRISES, INC.
Ref. Number: W98000015777

We have received your document for INDUSTRIAL CONTROL ENTERPRISES, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00037176

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. INDUSTRIAL CONTROL ENTERPRISES 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. 59-3511561
(FEI number, if applicable)
4. JANUARY 21, 1998
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5000-18 HIGHWAY 17 SUITE 242
ORANGE PARK, FL 32073
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized.
(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: AMY HARKNESS
Office Address: 1552 WALNUT CREEK DRIVE
ORANGE PARK, Florida, 32073
(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.

Amy Harkness
(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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DIVISION OF CORPORATION
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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: CATHY MATTHEWS

Address: 9298 AFFIRMED LANE, BOCA RATON, FL 33496

Vice Chairman: AMY W HARKNESS

Address: 1552 WALNUT CREEK DR
ORANGE PARK, FL 32073

Director: _____

Address: _____

Director: _____

Address: _____

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

President: AMY W HARKNESS

Address: 1552 WALNUT CREEK DR
ORANGE PARK, FL 32073

Vice President: CATHY MATTHEWS

Address: 9298 AFFIRMED LANE
BOCA RATON, FL 33496

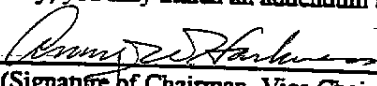
Secretary: AMY W HARKNESS

Address: _____

Treasurer: CATHY MATTHEWS

Address: _____

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. AMY W. HARKNESS, VICE CHAIRMAN
(Typed or printed name and capacity of person signing application)

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 "INDUSTRIAL CONTROL ENTERPRISES, 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 EIGHTEENTH DAY OF AUGUST, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9257923

DATE:

08-18-98

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