

F980000005576



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 984870 4308537

AUTHORIZATION :

Patricia Pizzini

COST LIMIT : \$ 70.00

ORDER DATE : October 5, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 984870-005

CUSTOMER NO: 4308537

CUSTOMER: Barbara Alder, Legal Assistant
Paul Hastings Janofsky &
17th Floor
695 Town Center Drive
Costa Mesa, CA 92626

000002656710--7

FOREIGN FILINGS

NAME: INTERNATIONAL TRAINING
PARTNERS, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 1:37

10/6
RECEIVED
98 OCT -6 PM 12:07
DIVISION OF CORPORATION

**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. INTERNATIONAL TRAINING PARTNERS, 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. _____
(FEI number, if applicable)
4. SEPTEMBER 28, 1998
(Date of Incorporation)
5. PERPETUAL
(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. 9531 FONTAINEBLEAU BOULEVARD, #501
MIAMI, FLORIDA 33172
(Current mailing address)
8. computer training and related business
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Lori Castaneda, Asst. Vice President

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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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

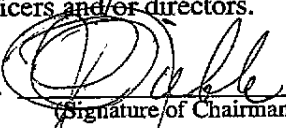
Secretary: _____

Address: _____

Treasurer: _____

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. F. FERNANDO NIEBLA, CHIEF EXECUTIVE OFFICER
(Typed or printed name and capacity of person signing application)

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RIDER TO APPLICATION BY FOREIGN CORPORATION
OF INTERNATIONAL TRAINING PARTNERS, INC.

12.A. Name and Address of Directors

<u>Name</u>	<u>Address</u>
J. Fernando Niebla	3100 S. Harbor Boulevard, Suite 100 Santa Ana, CA 92704
German J. Medina	9531 Fontainebleau Blvd, Suite 501 Miami, FL 33172
James Ramirez	78 David Hill Road Summit, NJ 07901
Ernie V. Castro	3500-B W. Lake Center Drive Santa Ana, CA 92704
Arthur K. Gordon	13071 E. Temple City of Industry, CA 91746

12.B. Name and Address of Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
J. Fernando Niebla	Chairman, President and Chief Executive Officer	3100 S. Harbor Boulevard, Suite 100 Santa Ana, CA 92704
German J. Medina	Secretary	9531 Fontainebleau Blvd, Suite 501 Miami, FL 33172
James Ramirez	Treasurer	78 David Hill Road Summit, NJ 07901

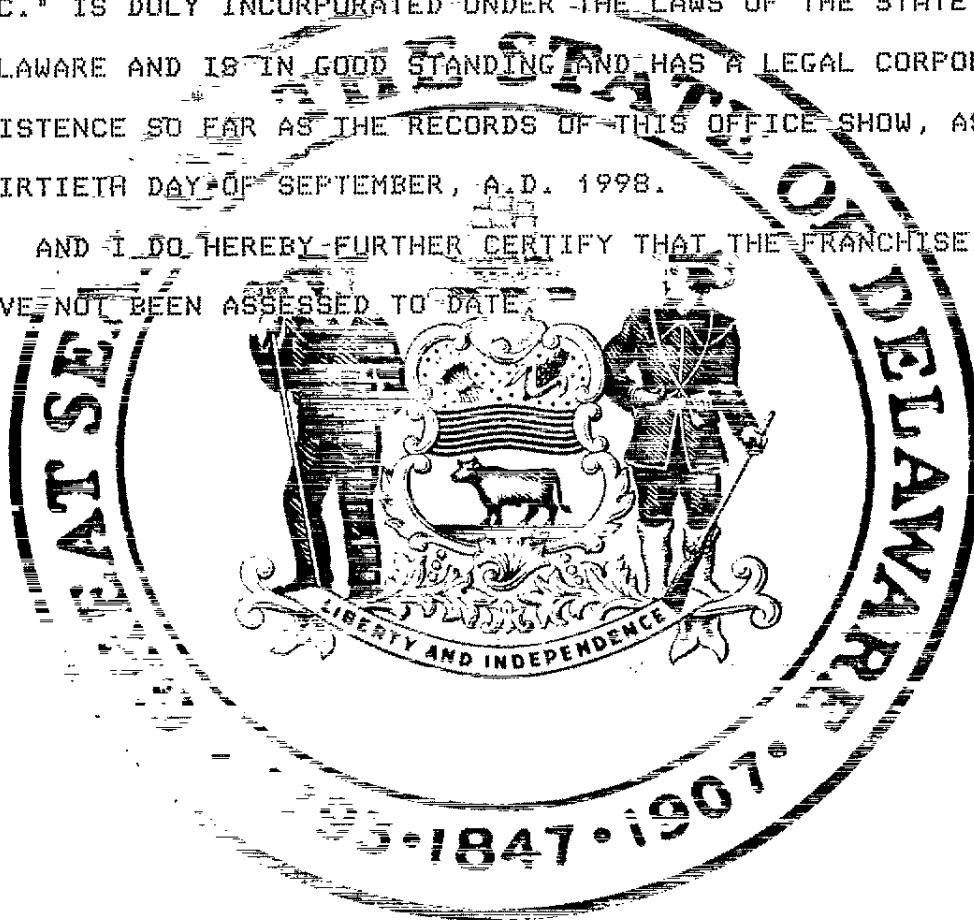
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL TRAINING PARTNERS, 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 THIRTIETH DAY OF SEPTEMBER, A.D. 1998.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2949676 8300

DATE:

9331539

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09-30-98