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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

600002623056--9  
-08/24/98--01067--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: RESOURCE DYNAMICS INTERNATIONAL LTD. CORP.  
(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:

MS. KATHIE A. VENTURA  
RESOURCE DYNAMICS INTERNATIONAL LTD.  
P.O. Box 70  
MONTVALE, NEW JERSEY 07645-0070

W98-19354

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

KATHIE A. VENTURA at (201) 930-0020

p. 628

**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

6 pgs

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 OCT 27 PM 1:31

FILED  
10/27/98

Robert S. Gold, Esq.

99 WOODCLIFF AVENUE  
WOODCLIFF LAKE, NEW JERSEY 07675  
(201) 930-0504

21 August 1998

State of Florida  
Qualification / Tax Lien Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Foreign Qualification: Resource Dynamics International Ltd. Corp.**

Dear Sirs or Mesdames:

On behalf of Resource Dynamics International Ltd., a New Jersey corporation (the "Company"), there is submitted herewith an APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, accompanied by the Florida form of Transmittal Letter. For purposes of its Florida foreign qualification, the Company will use the name Resource Dynamics International Ltd. Corp. in accordance with the provisions of Section 607.1506(1)(a) of the Florida Statutes.

There are also enclosed in connection with this Application, (i) the Company's check, in the amount of \$70.00, representing its registration fee, and (ii) a certificate of "good standing" issued by the State of New Jersey on July 30, 1998.

The Company respectfully requests that you accept the enclosed Application and register the Company in Florida.

Thank you very much for your anticipated cooperation.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert S. Gold", written in a cursive style.

Robert S. Gold



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 24, 1998

MS. KATHIE A. VENTURA  
RESOURCE DYNAMICS INTERNATIONAL LTD. CORP  
PO BOX 70  
MONTVALE, NJ 07645-0070

SUBJECT: RESOURCE DYNAMICS INTERNATIONAL LTD. CORP.  
Ref. Number: W98000019354

We have received your document for RESOURCE DYNAMICS INTERNATIONAL LTD. CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that RESOURCE DYNAMICS INTERNATIONAL LTD. CORP. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1994, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 598A00043829



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 15, 1998

MS. KATHIE A. VENTURA  
RESOURCE DYNAMICS INTERNATIONAL LTD. CORP  
PO BOX 70  
MONTVALE, NJ 07645-0070

SUBJECT: RESOURCE DYNAMICS INTERNATIONAL LTD. CORP.  
Ref. Number: W98000019354

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for RESOURCE DYNAMICS INTERNATIONAL LTD. CORP..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1994. You were notified by letter dated August 24, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$7115.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers  
Document Specialist      Letter No. 398A00051155

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

2nd

October 15, 1998

MS. KATHIE A. VENTURA  
RESOURCE DYNAMICS INTERNATIONAL LTD. CORP  
PO BOX 70  
MONTVALE, NJ 07645-0070

SUBJECT: RESOURCE DYNAMICS INTERNATIONAL LTD. CORP.  
Ref. Number: W98000019354

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for RESOURCE DYNAMICS INTERNATIONAL LTD. CORP..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1994. You were notified by letter dated August 24, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$7115.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers  
Document Specialist      Letter No. 398A00051155

Enclosure

Robert S. Gold, Esq.

99 WOODCLIFF AVENUE  
WOODCLIFF LAKE, NEW JERSEY 07675  
(201) 930-0504

26 October 1998

State of Florida  
Foreign Qualification / Tax Lien Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Lee Rivers  
Document Specialist

**Foreign Qualification: Resource Dynamics International Ltd. Corp.**  
**Your Ref. Number: W98000019354**  
**Your Letter No.: 398A00051155**

Dear Mr. Rivers:

In accordance with our telephone conversation of October 22, 1998 and in response to your letter, dated October 15, 1998, a copy of which is enclosed, on behalf of Resource Dynamics International Ltd., a New Jersey corporation (the "Company"), there is submitted herewith a sworn affidavit of the Secretary of the Company. This affidavit is submitted in connection with the Company's Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application"), transmitted to your office on August 21, 1998.

The Company respectfully requests that, based upon the enclosed, you proceed with the processing of the Company's Application and its authorizaation to transact business in Florida.

Thank you very much for your anticipated cooperation.

Very truly yours,



Robert S. Gold

STATE OF NEW JERSEY :

COUNTY OF BERGEN :

**AFFIDAVIT**

**KATHIE A. VENTURA** does hereby affirm and certify as follows:

1. I am the duly elected and qualified Secretary of Resource Dynamics International Ltd., a New Jersey corporation (the "Company").

2. The Company has submitted to the Division of Corporations of the State of Florida an Application by Foreign Corporation for Authorization to Transact Business in Florida under the name Resource Dynamics International Ltd. Corp.

3. The Company has determined that although its activities in the State of Florida warranted its compliance with Florida's revenue laws from and after January 1, 1994, the nature of said activities in the State of Florida did not constitute the transaction of business within the meaning of Section 607.1501, Florida Statutes, until July 1, 1998.

Kathie A. Ventura  
Kathie A. Ventura

Sworn to before me this  
26 day of October, 1998.

Joan C. Myer  
Notary Public

**JOAN C. MYER**  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires November 6, 2001

**FILED**  
98 OCT 27 PM 1:31  
SECRETARY OF STATE  
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. RESOURCE DYNAMICS INTERNATIONAL LTD. Corp.  
(Name of corporation, including the addition of the abbreviation "Corp." pursuant to 607.1506(1)(a), F.S.)

2. State of New Jersey  
(State under the laws of which it is incorporated)

3. 22-2876771  
(FEI number)

4. March 25, 1988  
(Date of Incorporation)

5. Perpetual  
(Duration)

6. July 1, 1998  
(Date first transacted business in Florida.) (See Sections 607.1501, 607.1502 and 817.155, F.S.)

7. Resource Dynamics International Ltd.  
P.O. Box 70  
Montvale, New Jersey 07645-0070  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the  
New Jersey Business Corporation Act.  
(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: Norm A. Schaaf

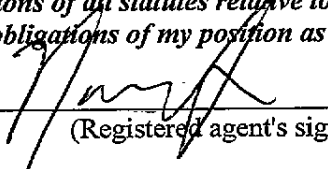
Office Address: Resource Dynamics International Ltd. Corp.

3350 Boca Raton Boulevard, Suite A-38

Boca Raton, Florida 33431

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.

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98 OCT 27 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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: N/A

Address: \_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Anton-Johann Muzik

Address: 64 Bret Harte Terrace, San Francisco, California 94133

Director: Dennis G. Dawson

Address: 160 County Road 951, Lot 3129, Naples, Florida 34119

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

President: Anton-Johann Muzik

Address: 64 Bret Harte Terrace, San Francisco, California 94133

Executive

Vice President: Dennis G. Dawson

Address: 160 County Road 951, Lot 3129, Naples, Florida 34119

Secretary: Kathie A. Ventura

Address: 10 Bryan Drive, Montvale, New Jersey 07645

Treasurer: Dennis G. Dawson

Address: 160 County Road 951, Lot 3129, Naples, Florida 34119

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

13. Kathie A. Ventura  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathie A. Ventura, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

RESOURCE DYNAMICS INTERNATIONAL LTD

With the Previous or Alternate Name

RESOURCE DYNAMICS INCORPORATED

I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on March 25, 1988.

As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.

I further certify that the registered agent and  
registered office are:

The Corporation Trust Co  
820 Bear Tavern Road  
Trenton, NJ 08628

Continued on next page . . .

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

RESOURCE DYNAMICS INTERNATIONAL LTD

With the Previous or Alternate Name

RESOURCE DYNAMICS INCORPORATED



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
30th day of July, 1998.

*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer

98 OCT 27 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA