

F98000006224



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 021936 4812821

AUTHORIZATION :

COST LIMIT :

Patricia Pizutto
\$ 70.00

ORDER DATE : November 4, 1998

ORDER TIME : 12:38 PM

ORDER NO. : 021936-015

CUSTOMER NO: 4812821

CUSTOMER: Heinrich A. Knepper, Esq
Fulbright & Jaworski
666 Fifth Avenue
31st Floor
New York, NY 10103

900002685309--4

FOREIGN FILINGS

NAME: NETLIFE USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
98 NOV 12 AM 8:50
DIVISION OF CORPORATION

FILED
98 NOV 12 AM 9:59
SECOND FLORIDA STATE
TALLAHASSEE, FLORIDA

AL NOV 12 1998

**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. NETLIFE USA, 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. New York 3. 13-4029373
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 21, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. expected January 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 305 East 70th Street, #2F, New York, N.Y. 10021

- (Current mailing address)
8. Development and distribution of online banking software
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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TALLAHASSEE FLORIDA

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: Aren B. Rizer
(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: Claus H. Mueller

Address: Elbberg 1, 22767 Hamburg, Germany

Vice Chairman: n/a

Address: _____

Director: Markus Rauschnabel

Address: 305 East 70th Street, #2F, New York, N.Y. 10021

Director: _____

Address: _____

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

President: Markus Rauschnabel

Address: 305 East 70th Street, #2F, New York, N.Y. 10021

Chairman of Board

~~Vice President:~~ Claus H. Mueller

Address: _____

Secretary: Eberhard Rohm

Address: 485 Park Avenue, New York, N.Y. 10022

Treasurer: _____

Address: _____

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

13. Eberhard Rohm

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

14. Eberhard Rohm, Secretary

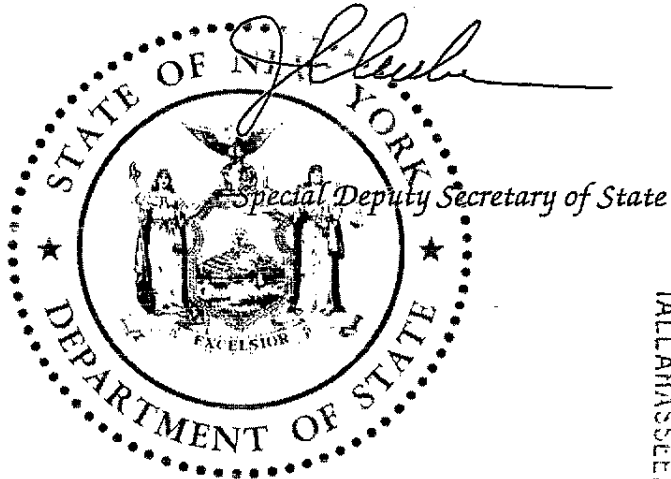
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of New York } **ss:**
Department of State

I hereby certify, that the certificate of incorporation of NETLIFE USA, INC. was filed on 10/21/1998, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of November
one thousand nine hundred and
ninety-eight.*



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA