

F980000006312

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MORGAN SOFT INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002677410--9

-11/02/98--01017--007

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:

W98-24761

BRIGITTE DEGRAVE
(Name of Person)

MORGAN SOFT INC
(Firm/Company)

1780 NE 69th ST.
(Address)

MIAMI FL 33138
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 NOV 16 AM 9:50

FILED

W 11/17

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

BRIGITTE DEGRAVE at (305) 751-4178
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 2, 1998

BRIGITTE DEGRAVE
MORGAN SOFT INC
780 NE 69TH ST #2104
MIAMI, FL 33138

SUBJECT: MORGAN SOFT INC
Ref. Number: W98000024761

We have received your document for MORGAN SOFT INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 398A00053387

**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. MORGAN SOFT 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. 65-0786240
(FEI number, if applicable)

4. Sept. 8 1997
(Date of incorporation)

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

6. OCT 12, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 780 NE 69th ST # 906
MIAMI, FL 33138
(Current mailing address)

8. INVESTMENTS / Real Estate
(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: Daniel DeGrave

Office Address: 780 NE 69th ST #2104

Miami, Florida, 33138
(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.


(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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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: Brigitte Degraeve

Address: 780 NE 69th ST # 2104
Miami FL 33138

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Brigitte Degraeve

Address: 780 NE 69th ST # 2104
Miami FL 33138

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

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

14. _____ (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 "MORGAN SOFT 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORGAN SOFT INC." WAS INCORPORATED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1997.

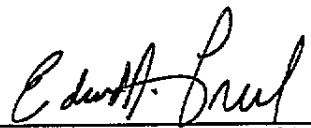
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
98 NOV 16 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA



2793664 8300

981409067



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9368980

10-23-98