



THE UNITED STATES  
CORPORATION  
COMPANY

F98000006375

ACCOUNT NO. : 072100000032

REFERENCE : 033147 4332894

AUTHORIZATION :

COST LIMIT :

*Patricia Pignato*  
\$ 10.00

ORDER DATE : November 16, 1998

ORDER TIME : 5:31 PM

ORDER NO. : 033147-005

CUSTOMER NO: 4332894

~~200002689332--9~~

CUSTOMER: Tom P. Clark, Esq  
Henderson Franklin Starnes &  
1715 Monroe Street

Fort Myers, FL 33901

W98-25890

FOREIGN FILINGS

NAME: SITAL, 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: Karen Rozar

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 17, 1998

CSC

SUBJECT: SITAL, INC.  
Ref. Number: W98000025890

**RESUBMIT**  
Please give original  
submission date as file date.

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 798A00055254

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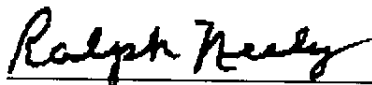
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**WRITTEN CONSENT  
BY THE DIRECTORS  
OF  
LATIS, INC.**

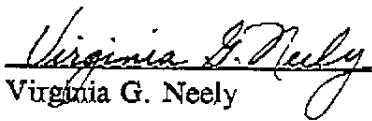
The undersigned, being all of the directors of Latis, Inc., an Oklahoma corporation (the "Corporation"), pursuant to laws of the state of Oklahoma, hereby consent and subscribe in writing, without a meeting, to the following actions:

1. The Corporation is hereby authorized to do business in the state of Florida under the name of Sital, Inc.
2. The President of the Corporation is hereby authorized and directed to execute, on behalf of the Corporation, an Application for Authorization to do Business in the State of Florida, to file the same with the Florida Department of State, and to pay all filing fees and other costs associated therewith out of the funds of the Corporation.
3. The President of the Corporation is hereby authorized and directed to take such other actions and to execute and deliver such other documents and instruments as may be necessary or advisable to effect the foregoing actions.

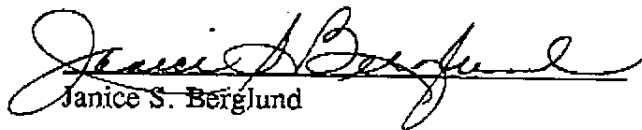
IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of January 1, 1998.



Ralph Neely



Virginia G. Neely



Janice S. Berglund

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**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. Latis, 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. Oklahoma  
(State or country under the law of which it is incorporated)
3. 73-1091634  
(FEI number, if applicable)
4. February 13, 1980  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable  
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. 501 West I-44, Suite 360, Oklahoma City, Oklahoma, 73118  
(Current mailing address)
8. The transaction of any and all lawful business within the state of Florida  
(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: Henderson, Franklin, Starnes & Holt, P.A.  
Office Address: 1715 Monroe Street  
Fort Myers, Florida 33901  
(Zip Code)

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**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.*

Wies. M. Horowitz, Vice President  
(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)**

Director: Ralph Neely  
Address: 714 Killdeer Place  
Naples, FL 34108

Director: Janice S. Berglund  
Address: Whiteside Cove Road  
Cashiers, NC 28717

Director: Virginia G. Neely  
Address: 714 Killdeer Place  
Naples, FL 34108

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

President: Janice S. Berglund  
Address: Whiteside Cove Road  
Cashiers, NC 28717

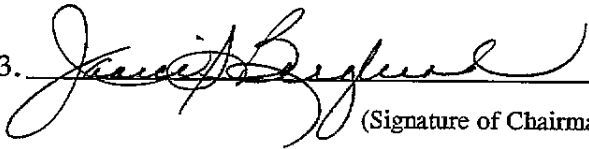
Vice President: Ralph Neely  
Address: 714 Killdeer Place  
Naples, FL 34108

Secretary/

Treasurer: Nancy Rice  
Address: Bull Pen Road  
Cashiers, NC 28717

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**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. Janice S. Berglund, President  
(Typed or printed name and capacity of person signing application)

OFFICE OF THE SECRETARY OF STATE



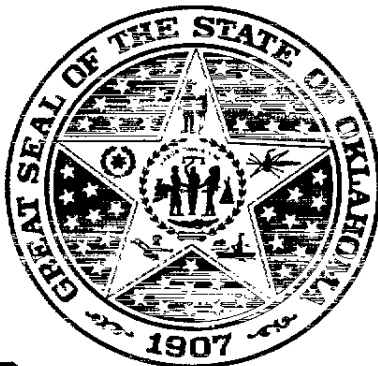
CERTIFICATE OF GOOD STANDING  
DOMESTIC CORPORATION

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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*I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.*

*I FURTHER CERTIFY that LATIS, INC. whose registered agent is Gary F Fuller with its registered office at 100 Park Ave., 5th Floor, Oklahoma City Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.*



*IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this*  
6th day of November, 1998.

*Sam Cole*

Secretary of State

By:

*Gay Jones*