

F98000006490

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NEW TECHNOLOGY PARTNERS, INC.
(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:

BRUCE SCHWARTZ
(Name of Person)

400002688594--3
-11/16/98--01122--003
*****70.00 *****70.00

NEW TECHNOLOGY PARTNERS, INC.
(Firm/Company)

1750 ELM ST
(Address)

MANCHESTER NH 03104
(City/State/Zip)

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

W98-25818

BRUCE SCHWARTZ at (603) 622 4400
(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1998

BRUCE SCHWARTS
NEW TECHNOLOGY PARTNERS, INC.
1750 ELM STREET
MANCHESTER, NH 03104

SUBJECT: NEW TECHNOLOGY PARTNERS, INC.
Ref. Number: W98000025818

We have received your document for NEW TECHNOLOGY PARTNERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 487-6094.

Agnès Lunt
Document Specialist

Letter Number: 198A00055174

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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. NEW TECHNOLOGY 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 3. 02-0467069
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-6-93 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7-1-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1750 ELM STREET
MANCHESTER NH 03104
(Current mailing address)

8. NETWORK CONSULTING
(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: KERRY SUTTON

Office Address: 2121A CORPORATE SQUARE BLDG STE 151
JACKSONVILLE, Florida, 32216
(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.

Kerry M. Sutton
(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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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/President: BRUCE BACKA

Address: NEW TECHNOLOGY PARTNERS INC
1750 ELM ST, MANCHESTER NH 03104

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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SEATTLE
WASHINGTON STATE

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

President: BRUCE BACKA

Address: NEW TECHNOLOGY PARTNERS, INC.
1750 ELM ST, MANCHESTER NH 03104

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address: BRUCE SCHWARTZ
NEW TECHNOLOGY PARTNERS, INC
1750 ELM ST, MANCHESTER NH 03104

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. BRUCE SCHWARTZ CONTROLLER/TREASURER
(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 "NEW TECHNOLOGY 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 TWENTY-NINTH DAY OF OCTOBER, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9379009

DATE: 10-29-98