

F99000000152

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: UNIVERSAL DYNAMICS 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: 300002725923--0
-12/30/98--01030--002

DOUGLAS PAXTON
(Name of Person)

UNIVERSAL DYNAMICS INC.
(Firm/Company)

9161 130TH AVE
(Address)

LARGO, FLORIDA 33773
(City/State/Zip)

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

DOUGLAS PAXTON at (727) 586-5380
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 AM 10:03

901/11/99

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

DOUGLAS PAXTON
UNIVERSAL DYNAMICS, INC.
9161 130TH AVE.
LARGO, FL 33773

SUBJECT: UNIVERSAL DYNAMICS, INC.
Ref. Number: W98000029291

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We have received your document for UNIVERSAL DYNAMICS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00061151

UNIVERSAL DYNAMICS INC.

a Delaware corporation

Please reply to:

Universal Dynamics Inc.
9161 130th Avenue
Largo, Florida 33773
(813) 586-5380

7 Jan, 1999

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Jennifer Sindt
Document Examiner
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Letter Number 898A00061151

Gentlemen and Ladies;

On the application submitted by Universal Dynamics Inc. in December of 1998 requesting permission for the corporation to transact business in the State of Florida, line 6 inadvertently was set forth as the date that the corporation began maintaining records for the purpose of starting to do business in Florida. This therefore does not reflect the date that the Corporation began doing business as set forth in Section 607.1501 of Florida Statutes.

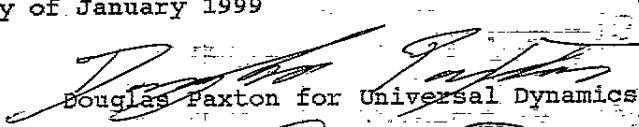
A review of the Florida Corporate Income/Franchise and Emergency Tax Return submitted to the State of Florida will reveal that Universal Dynamics Inc. did not in fact transact any business in the State of Florida in 1997 or 1998 which did not fall within the provisions of subsections b, c, e, g, h, i, or m of section 607.1501 of the Florida Statutes.

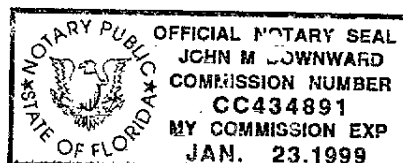
Universal Dynamics Inc. is prepared to start transacting business in the State of Florida as soon as the permission of the Florida Department of State grants permission to so do.

The Corporation by its very nature may or may not transact business which does not fall within the exceptions noted above.

Universal Dynamics Inc. therefore respectfully requests that the Secretary of State grant permission to transact business in the State of Florida upon receipt of this affidavit which is sworn to and subscribed by an officer of said corporation.

Subscribed this 7th day of January 1999


Douglas Faxton for Universal Dynamics Inc.



**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. UNIVERSAL DYNAMICS, 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. STATE OF DELAWARE 3. 52-1358444
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10 AUGUST 1984 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. OCT 1992 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9161 130TH AVE
LARGO, FLORIDA 33773
(Current mailing address)

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8. TO DEVELOP AND ALL THINGS HEREIN MENTIONED AS FULLY AS TO THE SAME
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
EXISTENT AS NATURAL PERSONS MIGHT OR COULD DO RESEARCH & DEVELOPMENT
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DAUGLAS PAXTON

Office Address: 9161 130TH AVE

LARGO, Florida, 33773
(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.

Douglas Paxton
(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: DON ANTONIO

Address: 501 W. BROADWAY
SAN DIEGO, CA 92101

Vice Chairman: _____

Address: _____

Director: C. D. DELMAY

Address: 1101 TROPICANA AVE
LAS VEGAS, NEVADA 89119

Director: _____

Address: _____

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

President: DON ANTONIO

Address: 501 W. BROADWAY
SAN DIEGO, CA 92101

Vice President: C. D. DELMAY

Address: 1101 TROPICANA AVE
LAS VEGAS, NEVADA 89119

Secretary: DON ANTONIO

Address: 501 W. BROADWAY
SAN DIEGO, CA 92101

Treasurer: DON ANTONIO

Address: 501 W. BROADWAY
SAN DIEGO, CA 92101

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

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

14. DON ANTONIO
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL DYNAMICS, 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 DECEMBER, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNIVERSAL DYNAMICS, INC." WAS INCORPORATED ON THE TENTH DAY OF AUGUST, A.D. 1984.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9483296

DATE:

12-23-98

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