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FILING For. Qual.

1.) E-lyslum Transaction Systems, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

FILED
99 JAN 28 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

DIVISION OF CORPORATION

99 JAN 28 AM 9:55

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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. E-Lysium Transaction Systems, 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. 65-0869645 (FEI number, if applicable)

4. July 1, 1998 (Date of Incorporation) 5. "perpetual" (Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable because the company has not yet begun transacting business here.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.166, F.S.))

7. 444 Brickell Avenue, Suite 900
Miami, Florida 33131
(Current mailing address)

8. To engage in any lawful act or activity for which under the laws of 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:

Name: JAMES L. WEINTRAUB

Office Address: 444 BRICKELL AVENUE, SUITE 650

MIAMI, Florida, 33131
(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.

James L. Weintraub
(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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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: Albert L. Weintraub

Address: 444 Brickell Avenue, Suite 650
Miami, Florida 33131

Director
~~Vice Chairman:~~ Caroline Baser

Address: 444 Brickell Avenue, Suite 900
Miami, Florida 33131

Director: Clara Weintraub-Ceballos

Address: 444 Brickell Avenue, Suite 650
Miami, Florida 33131

Director: James L. Weintraub

Address: 444 Brickell Avenue, Suite 650
Miami, Florida 33131

(*)

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

President: ~~Caroline Baser~~ Albert L. Weintraub

Address: 444 Brickell Avenue, Suite 900
Miami, Florida 33131

Chief Executive Officer
~~Vice President:~~ Caroline Baser

Address: 444 Brickell Avenue, Suite 650
Miami, Florida 33131

Secretary: Clara Weintraub-Ceballos

Address: 444 Brickell Avenue, Suite 650
Miami, Florida 33131

Treasurer: D. ROBERT LEWIS

Address: 217 ISLAND DRIVE
JUPITER, FLORIDA 33477

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

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

14. CAROLINE BASER, PRESIDENT CHIEF EXECUTIVE OFFICER
(Typed or printed name and capacity of person signing application)

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(*) Other Directors:
D. Robert Lewis
217 Island Drive
Jupiter, Florida 33477

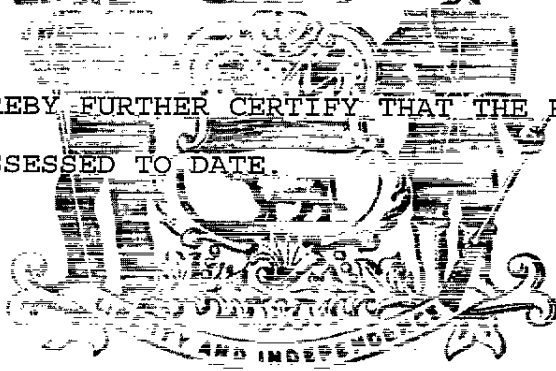
Maurice Ferre
601 Brickell Key Drive
Suite 201
Miami, Florida 33131

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-LYSIUM TRANSACTION SYSTEMS, 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-SEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "E-LYSIUM TRANSACTION SYSTEMS, INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9544904
DATE: 01-27-99