



THE UNITED STATES
CORPORATION
COMPANY

F99000000758

ACCOUNT NO. : 072100000032

REFERENCE : 125722 7176297

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 5, 1999

ORDER TIME : 1:54 PM

ORDER NO. : 125722-005

CUSTOMER NO: 7176297

CUSTOMER: Ms. Janet Morley
Mpg-net, Inc.
801 Eisenhower Drive

Key West, FL 33040

W99-3160

200002770092--9
-02/09/99--01097--001
*****97.50 *****97.50

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-02/09/99--01097--002
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FOREIGN FILINGS

NAME: MPG-NET-INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 12:31

mtm
2/9

DIVISION OF CORPORATION
99 FEB -8 PM 3:13



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

90 FEB -9 AM 10:46
DIVISION OF CORPORATION

February 8, 1999

CSC

SUBJECT: MPG-NET INC.
Ref. Number: W99000003160

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

The penalty fee is \$1150.00. Also the initial filing fee is \$70.00 and to receive a certified copy an additional \$8.75 is needed.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 499A00005540

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DIVISION OF CORPORATIONS
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RESUBMIT
Please give original
submission date as file date.

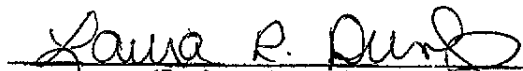
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. MPG-Net 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. 65-0861067
(FEI number, if applicable)
4. 8/12/98
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. MPG-Net Inc
801 Eisenhower Drive Key West FL 33040
(Current mailing address)
8. online game service and software development
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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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DIVISION OF CORPORATIONS
99 FEB - 8 11:12:31

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Steve Rossi

Address: 309 N 3rd Street

Philadelphia PA 19106

Director: _____

Address: _____

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

President: James Hettinger

Address: MPG-Net Inc

801 Eisenhower Drive Key West FL 33040

Vice President: William Brad Lineberger and Shaune Morley

Address: MPG-Net Inc, 801 Eisenhower Drive

Key West FL 33040

Secretary: James Hettinger

Address: MPG-Net Inc, 801 Eisenhower Drive

Key West FL 33040

Treasurer: James Hettinger

Address: MPG-Net Inc, 801 Eisenhower Drive

Key West FL 33040

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. James Hettinger-President Vice-Presidents-Shaune Morley & William Brad Lineberger
(Typed or printed name and capacity of person signing application)

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59 FEB -8 PM 12:31

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MPG-NET, 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 FIFTH DAY OF FEBRUARY, A.D. 1999.

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

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
99 FEB - 8 PM 12:31



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2932434 8300

DATE: 9562010