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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: QVS TECHNOLOGIES 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

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-02/15/99--01121--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RICHARD TOOLE, CONTROLLER  
(Name of Person)

QVS TECHNOLOGIES INC.  
(Firm/Company)

15 VINCENT CIRCLE  
(Address)

WARMINSTER PA 18974  
(City/State/Zip)

~~QVS TECHNOLOGIES INC.~~

02/15

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

RICHARD TOOLE at (215) 672-5500  
(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

DEGROUCHY, SIFER & COMPANY  
CERTIFIED PUBLIC ACCOUNTANTS  
MANAGEMENT CONSULTANTS

892 SECOND STREET PIKE  
RICHBORO, PENNSYLVANIA 18954-3951

TELEPHONE: (215) 322-4055  
FAX: (215) 322-0205  
EMAIL: CPA@DSCPA.COM

February 8, 1999

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

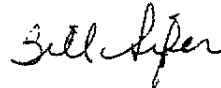
RE: QVS Technologies, Inc.

Dear Sir or Madam:

Enclosed please find a completed Application for Authorization to Transact Business in Florida. Also, enclosed is a certificate of good standing issued by Pennsylvania and a check for \$70.00 for the registration fee.

Please let me know if you have any questions regarding this application.

Very truly yours,



William J. Sifer, CPA  
Partner

WJS/ts  
Enclosure

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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. QVS TECHNOLOGIES, 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. PA (State or country under the law of which it is incorporated)

3. 23-2911323 (FEI number, if applicable)

4. 6/27/97 (Date of incorporation)

5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 1999 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15 VINCENT CIRCLE WARMINSTER PA 18974 (Current mailing address)

8. ELECTRONIC PARTS + COMPONENTS - WHOLESALERS (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: RONALD D. CLARK

Office Address: 2400 FORSYTH RD SUITE 107 ORLANDO, Florida, 32807 (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.

[Signature] (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)

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**A. DIRECTORS (Street address only - P. O. Box NOT acceptable)**

Chairman: NONE

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: JEROME J. GIULIANO

Address: 2774 SUGAN ROAD  
SOLEBURY PA 18963

Vice President: N/A

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

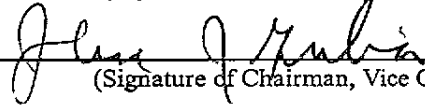
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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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. JEROME GIULIANO, PRESIDENT  
 (Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 08, 1999

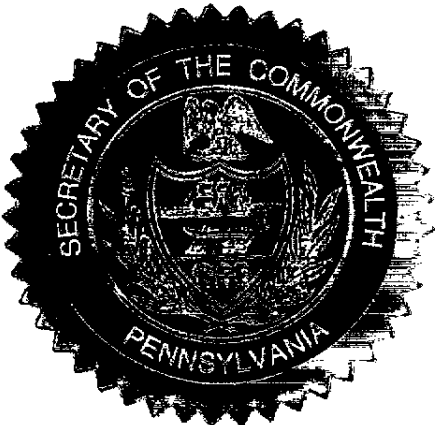
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

QVS TECHNOLOGIES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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DIVISION OF REGISTRATIONS  
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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

**ACTING**

Secretary of the Commonwealth

SSCH