

F 990000001069

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ABSOLUTE SOLUTIONS 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

RICHARD TOOLE, CONTROLLER 600002775736--2
(Name of Person) 02/15/99 01121-003
*****70.00 *****70.00
ABSOLUTE SOLUTIONS INC.
(Firm/Company)
15 VINCENT CIRCLE
(Address)
WARMINSTER PA 18974
(City/State/Zip)

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

W99-3821

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

2/25/99

99 FEB 25 PM 1:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

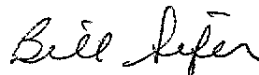
RE: Absolute Solutions, Inc.

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

FILED
99 FEB 25 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 15, 1999

RICHARD TOOLE
ABSOLUTE SOLUTIONS INC.
15 VINCENT CIRCLE
WARMINSTER, PA 18974

SUBJECT: ABSOLUTE SOLUTIONS INC.
Ref. Number: W99000003821

We have received your document for ABSOLUTE SOLUTIONS 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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.

Agnes Lunt
Document Specialist

Letter Number: 199A00006731

FILED
99 FEB 25 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jerome GIULIANO, do hereby certify
(Name)

that this Resolution of the Board of Directors of ABSOLUTE SOLUTIONS
(TECHNOLOGY) INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of PENNSYLVANIA

was duly adopted on 7/29/97, 19

Be it resolved, that ABSOLUTE SOLUTIONS (TECHNOLOGY) INC.
(Corporate Name)

organized and existing in the State of PENNSYLVANIA, hereby adopts the name

ABSOLUTE SOLUTIONS TECHNOLOGY for use in Florida.

Dated: 7/19/97

Jerome Giuliano
Signature of either Chairman, Vice Chairman or any officer

Chairman

Type or print name

FILED
99 FEB 25 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. ABSOLUTE SOLUTIONS 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. 23-2916755
(FEI number, if applicable)
4. 7/29/97
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 6, 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 - WHOLESALE
(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 STE 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.
Ron Clark R
(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)

FILED
99 FEB 25 PM 1:11
SECRETARY OF STATE
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: N/A
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: JEROME J. GIULIANO
Address: 2774 JUGAN ROAD
SOLEBURY PA 18963
Vice President: N/A
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

FILED
99 FEB 25 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. ☒ *Jerome J. Giuliano*
(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,

ABSOLUTE SOLUTIONS, 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.



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.

Kim Ditzinger

ACTING Secretary of the Commonwealth

SSCH

99FEB 25 PM 1:11

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA