

F99000001107

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: E-ZONE NETWORKS 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: 700002788197--1
MIKE CORBIELL -02/26/99--01035--004
(Name of Person) *****78.75 *****78.75

E-ZONE NETWORKS INC.
(Firm/Company)

SUITE 1000, 355-4th AVE. S.W.
(Address)

CALGARY, ALBERTA CANADA T2P 0J1
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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Should you need to call someone concerning this matter, please call:

MIKE CORBIELL at (403) 508-7599
(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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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-ZONE NETWORKS 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. 98-1084740 (FEI number, if applicable)

4. MAY 24, 1996 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

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

7. 630 AIRPARK ROAD, SUITE D NAPA, CALIFORNIA 94558 (Current mailing address)

8. Sale and lease of entertainment equipment for fitness (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: LT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324 (Zip code)

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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.

SEE ATTACHED

(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)

CONSENT TO SERVE AS REGISTERED AGENT

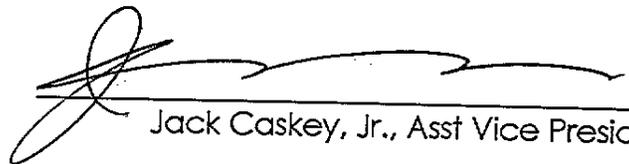
C T Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324 does hereby consent to serve as Registered Agent for the following company:

E-ZONE NETWORKS, INC.

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in Registered Office address.

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TALLAHOSSEE FLORIDA

DATED February 2, 1999



Jack Caskey, Jr., Asst Vice President

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

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

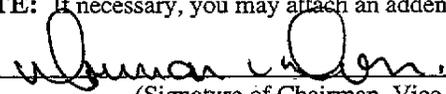
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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. Norman Hess Secretary
(Typed or printed name and capacity of person signing application)



E-ZONE NETWORKS INC.

REGISTER OF OFFICERS

Name	Office Held	Address
Danny Lowe	Chief Executive Officer	37 Woodhaven View SW Calgary, AB T2W 5P6 403-816-8487
Todd Simpson	Vice President, Engineering and Product Development	133 Edgebrook Court NW Calgary, AB T3A 5A4 403-615-0962
Jessica Abt	Treasurer and Chief Operating Officer	17 Masey Place SW Calgary, AB T2V 2G4 403-714-9009
Lee Guthrie	Vice President, Sales	13 Burgundy Way Yountville, CA 94599 USA 707-257-5370
Isack Schwartz	Vice President, Manufacturing	185 Woodford Close SW Calgary, AB T2W 6E2 403-630-7940
Norm Hess	Secretary	201 - 37 th Street NW Calgary, AB T2N 4N6 403-299-9160
Brad Thomson	Chief Financial Officer	16 Springland Manor, Box 59 Calgary, AB T3E 6W3 403-519-0251
Mark Himmelspach	Executive Vice President	244 Scarboro Ave. SW Calgary, AB T3C 2H3 403-519-0252
Dave Fior	Vice President, Management Information Systems	144 Patrick View SW Calgary, AB T2H 3B1 403-240-9301
Ron Miles	Vice President, Customer Infrastructure	44 Sea Ranch Drive, PO Box 321 The Sea Ranch, CA 95497 USA 707-257-5371
Richard Turski	Vice President, Marketing	1061 Northmount Drive NW Calgary, AB T2L 0C1 403-276-8276
Eric Hobson	President	1212 Belavista Crescent SW Calgary, AB T2V 2B1 403-651-7842
Bob McKenzie	Executive Vice President	1033 Varsity Estates Place NW Calgary, AB T3B 3X5 403-813-2077

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TALLAHASSEE FLORIDA



E-ZONE NETWORKS INC.

REGISTER OF DIRECTORS

Name	Office Held	Address
Danny Lowe	Chairman	37 Woodhaven View SW Calgary, AB T2W 5P6
Michael Hibberd	Director	900, 355-4 th Av. SW Calgary, AB T2P 0J1
Bob McKenzie	Director	1033 Varsity Estates Place NW Calgary, AB T3B 3X5
Eric Hobson	Director	1212 Belavista Cresnet SW Calgary, AB T2V 2B1
James MacDonald	Director	One Toronto Street, Suite 200 Toronto, ON M5C 2V6

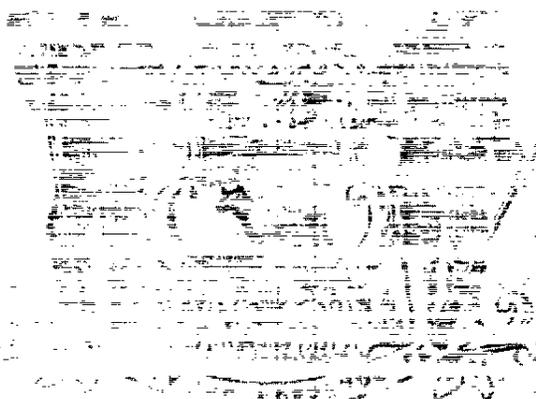
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUITE 1000
355 - 4TH AVENUE SW
CALGARY, ALBERTA
CANADA T2P 0J1
TEL: (403) 508-7610
FAX: (403) 508-7620

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-ZONE NETWORKS 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 ELEVENTH DAY OF FEBRUARY, A.D. 1999.



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SECRETARY OF STATE
WILMINGTON, DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9572991

02-11-99

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