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PROFLET VAZQUEZ & HESS

Courvoisier Centre, Suite 407
501 Brickell Key Drive ♦ Miami, Florida 33131-2624

Telephone (305) 374•8302
Facsimile (305) 374•6056

December 9, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002708846--1
-12/10/98-01055--002
*****70.00 *****70.00

Re: FOREIGN CORPORATION APPLICATION - "Corsaire, Inc."

W98-27737

Dear Sirs:

Enclosed please find Foreign Corporate Application for the above-noted corporation, original Certificate of Good Standing and check no.1057 for \$70.00 to process application.

Please do not hesitate to call us if you have any questions regarding any of the above.

Thank you for your attention to this matter.

Sincerely,



Lydia Dunkleberger
Paralegal

Enclosures as noted.

ELD: ed

cc: Thomas J. Hess, Esq.

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1998

PROFLET VAZQUEZ & HESS
COURVOISIER CENTRE STE 407
501 BRICKELL KEY DRIVE
MIAMI, FL 33131-2624

SUBJECT: CORSAIRE, INC.
Ref. Number: W98000027737

We have received your document for CORSAIRE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00058446

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DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned W. Roger Dunavant, do hereby certify
(Name)

that this Resolution of the Board of Directors of Corsaire, Inc.

(Corporate Name)

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

was duly adopted on February 22, 1999

Be it resolved, that Corsaire, Inc.

(Corporate Name)

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

Net Command Tech, Inc. for use in Florida

Dated: Feb 23, 1999



Signature of either Chairman, Vice Chairman or any officer

W. Roger Dunavant, Chairman

Type of print name

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DIVISION OF CORPORATIONS
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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. Corsaire, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. January 25, 1994.
(Date of Incorporation)
4. Perpetual
(Duration)
5. 55-0672633
(Federal Employer Identification number, if applicable)
6. 12/8/98
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2101 Commercial Blvd., Ste 4400, Ft. Lauderdale, FL 33304
(Current mailing address)
8. Software Development, Marketing and Distribution/Sale.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and/or directors:
 - A. Directors:
Chairman: Rene Hamouth

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DIVISION OF CORPORATIONS
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Address: 2101 Commercial Blvd., Ste 4400, Ft. Lauderdale, FL 33309

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: W. Roger Dunavant

c/o 2101 Commercial Blvd., Ste. 4400, Ft. Lauderdale, FL 33309

Address: _____

Vice President: _____

Address: _____

Secretary: Robert I. Chalnack

c/o 2101 Commercial Blvd., Ste. 4400, Ft. Luaderdate, FL 33309

Address: _____

Treasurer: Robert I. Chalnack

c/o 2101 Commercial Blvd., Ste 4400, Ft. Lauderdale, FL 33309

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

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10. Name and Street address of Florida registered agent:


Name: Thomas J. Hess, Esq.
Profflet Vazquez & Hess

Office Address: 501 Brickell Key Drive
Ste 407
Miami, Fl. 33131

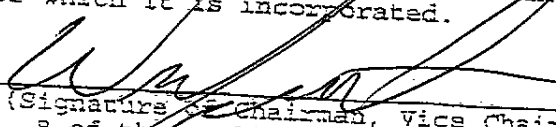
11. Registered agent's acceptance:

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:


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DIVISION OF CORPORATIONS
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12. 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.

13. 
(Signature of chairman, Vice Chairman, or any officer listed in no. 9 of the application)

14. William Roger Dunavant President/CEO
(Name and capacity of person signing application)

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 "CORSAIRE, INC. (FORMERLY KNOWN AS CORSAIRE SNOWBOARD, 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 FOURTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CORSAIRE, INC. (FORMERLY KNOWN AS CORSAIRE SNOWBOARD, INC.)" WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE FOURTH DAY OF DECEMBER, A.D. 1998.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9439769

DATE:

12-04-98

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