



March 9, 1999

Florida Department of State
Corporations Division - Foreign Authority
409 East Gaines Street
Tallahassee, FL 32399
FedEx Courier

Re: Harbor Technologies, Inc. of Pennsylvania
Authority as a Foreign Corporation

Dear Sir or Madam:

Enclosed you will find our "Application for Authority" to which we have attached a Good Standing Certification from the Commonwealth of Pennsylvania and a certification of our Board of Directors' Resolution authorizing the use of the name "Harbor Technologies of Pennsylvania, Inc." in the State of Florida.

Also enclosed is our check, payable to the Florida Secretary of State in the amount of \$78.75 representing:

- 1) \$70.00 filing fee; and
- 2) \$8.75 for certificate of filing.

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-03/10/99--01082--002
*****78.75 *****78.75

A pre-paid, pre-addressed FedEx package is enclosed for your convenience in returning the certificate to us. If not needed for your purposes, please time-stamp and return the duplicate application we have provided.

Should you have any questions, please feel free to contact me. Thank you in advance for your time and assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Kevin D. Stepanuk'.

Kevin D. Stepanuk

INTEGRATING
QUALITY
PRODUCTS AND
SUPPORT
SERVICES INTO
EFFECTIVE
NETWORK
SOLUTIONS

FILED
SECRETARY OF STATE
03/10/99 11:43
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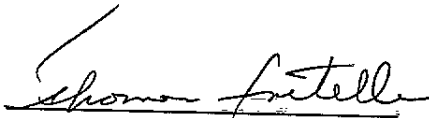
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**CERTIFICATION OF
RESOLUTION OF BOARD OF DIRECTORS
OF
HARBOR TECHNOLOGIES, INC.**

I, the undersigned Vice President, do hereby certify that this Resolution of the Board of Directors of Harbor Technologies, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, was duly adopted on March 5, 1999.

Resolved, that Harbor Technologies, Inc. organized and existing in the Commonwealth of Pennsylvania, hereby adopts the name "Harbor Technologies of Pennsylvania, Inc." for use in Florida.

Dated: March 9, 1999


Thomas Cretella
Vice President

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SECRETARY OF STATE
HARRISBURG

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Harbor 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. Pennsylvania

(State or country under the law of which it is incorporated)

3. 23-2656702

(FEI number, if applicable)

4. July 23, 1991

(Date of incorporation)

5. Perpetual

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

6. Pending

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

7. 9000 H Commerce Parkway

Mt. Laurel, NJ 08054

(Current mailing address)

8. Any and all lawful acts permissable under general corporation laws, including, but not limited to, the manufacturer, sale and distribution of computer and telecommunications components and systems and 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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(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)

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

Chairman: Thomas V. Cherenack

Address: 9000 H Commerce Parkway Mt. Laurel, NJ 08054

Vice Chairman: _____

Address: _____

Director: Thomas E. Cretella

Address: 9000 H Commerce Parkway

Mt. Laurel, NJ 08054

Director: Paul Matzko

Address: 1314 Chestnut Street

Philadelphia, PA 19107

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

President: Thomas V. Cherenack

Address: 9000 H Commerce Parkway

Mt. Laurel, NJ 08054

Vice President: Thomas E. Cretella

Address: 9000 H Commerce Parkway

Mt. Laurel, NJ 08054

Secretary: Paul Matzko

Address: 1314 Chestnut Street

Philadelphia, PA 19107

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas E. Cretella
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas E. Cretella, Vice President

(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 03, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

HARBOR 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.

FILED
SECRETARY OF STATE
DIVISION
99 MAR 10 PM 1:43



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