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LAW OFFICES OF

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(407) 984-2700
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March 18, 1999

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: TELLUMAT (PTY) INCORPORATED

Dear Sir:

Enclosed please find an original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida for the above, together with our check in the sum of $70.00 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Debra Chamberlain

Debra Chamberlain, Legal Assistant
to Timothy M. Williams

/dbc

Enclosures

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TALLAHASSEE FLORIDA

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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. TELLUMAT (PROPRIETARY) LIMITED, INCORPORATED
(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. South AFrica
(State or country under the law of which it is incorporated)

3. - 96/00957/07
(FEI number, if applicable)

4. 1/29/96
(Date of incorporation)

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

6. (has not yet begun transacting business in Florida)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

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7. P.O. Box 30451
Tokai 7966 South Africa
(Current mailing address)

8. Electronic Equipment Sales
(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: Jeremy Vincent

Office Address: 1253 Highway A1A

Satellite Beach, Florida, 32937
(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.

(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: John Alexander Temple

Address: Serene, Riverside Road, Fernwood
Village, Newlands, Cape Town South Africa

Director: L Lewellyn Charles Jones

Address: 11 Badgemore Avenue
Constantia, Cape Town South Africa

Director: Peter Bryan Hobbs

Address: 9 lasswade Road
Constantia, Cape Town South Africa

Director: John Devilliers Van Zyl

Address: 8 Duckitt Avenue
Constantia, Cape Town South Africa

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

President:

Address:

Vice President:

Address:

Secretary: Laurence William Henry van Blerck

Address: 5 Kinkleway Avenue
Newlands, Cape Town South Africa

Treasurer: Laurence William Henry vsn Blerck

Address: 5 Kinkleway Avenue
Newlands, Cape Town South AFrica

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

13. [signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LWH VAN BLERCK - SECRETARY
(Typed or printed name and capacity of person signing application)

SPECIFIC AUTHENTICATION CERTIFICATE

REPUBLIC OF SOUTH AFRICA)
PROVINCE OF GAUTENG)
CITY OF JOHANNESBURG) SS
U.S. CONSULATE GENERAL)

I, John R. Nay, Consul of the United States of America at Johannesburg, South Africa, duly commissioned and qualified do hereby certify that

Albertus Johannes Laubscher

whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was on the 21st day of December, 1998 the date thereof,

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TALLAHASSEE FLORIDA

Deputy Director, Department of Justice,
Pretoria, Gauteng, South Africa

to whose official acts faith and credit are due.

In witness whereof I have hereunto set my hand and affixed the seal of the Consulate General of the United States of America at Johannesburg, South Africa, this 22nd day of December, 1998.

SEAL

John R. Nay
U.S. Consul

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

Country: **Republic of South Africa**

This public document **Marked "Y"**

has been signed by **Renette Roos**

acting in the capacity of **Deputy Director**

bears the stamp of **Department of Justice**

Certified

at **Pretoria** the **21 December 1998**

by **Albertus Johannes Laubscher**

No. **98/13380**

DEPT. VAN BUITELANDSE SAKE
DEPT. OF FOREIGN AFFAIRS

Signature:

....

11-11

81/172892
(Z 28)

For use outside the Republic

TO WHOM IT MAY CONCERN

I, RENETTE ROOS (Deputy Director) in the Department of Justice for the Republic of South Africa, hereby certify and attest that DAVID MICHAEL PIETERSEN whose signature is affixed to the annexed document(s) marked "X" has/have by and under lawful authority been appointed Assistant Registrar of the Transvaal Provincial Division of the High Court of South Africa in the Province of Transvaal in the Republic of South Africa and that all Acts, Instruments and Writings subscribed by him/them in that capacity full faith and credence are given in the said Province in Court and thereout.

Given under my hand and seal at Pretoria this 21st day of December 1998.

Director-General: Justice for the Republic of South Africa

"X"

CERTIFICATE OF AUTHENTICATION.

TO ALL WHOM IT MAY CONCERN

I, D. M. PIETERSEN

Chief Registrar of the High Court of South Africa,

Transvaal, Provincial Division,

do hereby certify that:-

JOHANNA CHRISTINA BRINK

whose signature appears on the document hereto annexed marked

"A is an Official acting on behalf of the Registrar of Companies

by lawful authority, and that to all Acts, Instruments,

Documents and Writing Subscribed by her in that capacity full

faith and credence are given in this Province in Court and

thereout.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, AT PRETORIA IN THE PROVINCE OF GAUTENG ON THIS THE 21st DAY OF DECEMBER 1998 IN THE YEAR ONE THOUSAND NINE HUNDRED AND NINETY EIGHT .

REGISTRAR OF THE HIGH COURT OF SOUTH AFRICA

TRANSVAAL PROVINCIAL DIVISION

acting **CHIEF REGISTRAR**

No. M11/3/1/5

Republic of South Africa
Republiek van Suid-Afrika

Certificate
Sertifikaat

I hereby Certify that
Ek Sertifiseer hierby dat

According to the records of this Office, the Company TELLUMAT (PROPRIETARY) LIMITED, Registration Number 96/00957/07 was incorporated in the Republic of South Africa on 29 January 1996, and is still in business.

Signed at PRETORIA this FOURTEENTH day of
Geteken te PRETORIA op hede die FOURTEENTH *dag van*

DECEMBER One thousand Nine hundred and NINETY EIGHT
Eenduisend Negehonderd

REGISTRATEUR VAN MAATSKAPPYE
PRIVAATSAK/PRIVATE BAG X429
14 DEC 1998
PRETORIA 0001

Registrar of Companies and of Close Corporations

Republiek van Suid-Afrika
Maatskappywet 1973
(Artikel 64)

Republic of South Africa
Companies Act 1973
(Section 64)

Vorm/Form CM 1

Registrasienommer van Maatskappy / Registration No. of Company

96 00957	07

Sertifikaat van Inlywing
van 'n Maatskappy met 'n aandelekapitaal

Certificate of Incorporation
of a Company having a share capital

Hierby word gesertifiseer dat / This is to certify that

INFRONT EIGHTY FIVE INVESTMENTS (PTY) LTD

vandag ingelyf is kragtens die Maatskappywet, 1973 (Wet 61 van 1973), en dat die Maatskappy 'n maatskappy is met 'n aandelekapitaal.

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973), and that the Company is a company having a share capital.

Geteken en geseël te Pretoria op hede die / Signed and sealed at Pretoria this

......29......dag van/day of...January..........Eenduisend Negehonderd /
One Thousand Nine Hundred and...Ninety Six..........

Registrateur van Maatskappye/Registrar of Companies

Seël van die Registrasiekantoor vir Maatskappye.
Seal of Companies Registration Office.

Hierdie sertifikaat is nie geldig nie, tensy geseël deur die seël van die Registrasiekantoor vir Maatskappye.
This certificate is not valid unless sealed by the seal of the Companies Registration Office.

Republic of South Africa
Companies Act, 1973, Section 44(1)(b)

Republiek van Suid-Afrika
Maatskappywet, 1973, Artikel 44(1)(b)

Form/Vorm CM9

Registration No. of company/Registrasienommer van maatskappy

96/00957/07

Certificate of change of name of company

Sertifikaat van verandering van naam van maatskappy

This is to certify that/Hierby word gesertifiseer dat

INFRONT EIGHTY FIVE INVESTMENTS (PROPRIETARY) LIMITED

has changed its name by SPECIAL RESOLUTION and is now called
sy naam verander het by SPESIALE BESLUIT en nou genoem word

WORLDWIDE AFRICAN CONSTRUCTION COMPANY (PROPRIETARY) LIMITED

with effect from 29/3/96

and that the new name has this day been entered in the Registrer of Companies.
en dat die nuwe naam op hierdie dag in die Register van Maatskappye aangeteken is.

Signed and sealed at Pretoria, this/Geteken en geseël te Pretoria op hede die 21

dag of/dag van May

One Thousand Nine Hundred and/Eenduisend Negehonderd Ninety - Six

Registrar of Companies/Registrateur van Maatskappye

Seal of Companies Registration Office
Seël van Registrateur van Maatskappye

Republic of South Africa
Companies Act 1973, Section 44(1)(b)

Republiek van Suid-Afrika
Maatskappywet 1973, Artikel 44(1)(b)

Form/Vorm CM 9

Registration No. of Company / Registrasienommer van Maatskappy

96/00957/07

Certificate of change of name of company

Sertifikaat van verandering van naam van maatskappy

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TALLAHASSEE FLORIDA

This is to certify that/Hierby word gesertifiseer dat

Worldwide African Construction company (Proprietary) Limited

has changed its name by SPECIAL RESOLUTION and is now called
sy naam verander het by SPESIALE BESLUIT en nou genoem word

Tellumat (Proprietary) Limited

and that the new name has this day been entered in the Register of Companies.
en dat die nuwe naam op hierdie dag in die Register van Maatskappye aan geteken is.

Signed and sealed at Pretoria, this/Geteken en geseël te Pretoria op hede die 25th

day of/dag van September

One Thousand Nine Hundred and/Eenduisend Negehonderd ninety eight

Registrar of Companies/Registrateur van Maatskappye

Seal of Companies Registration Office
Seël van Registrateur van Maatskappye