

F99000001652



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 182750 4301893

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1999

ORDER TIME : 10:38 AM

ORDER NO. : 182750-005

CUSTOMER NO: 4301893

CUSTOMER: Susan Fields, Legal Asst
Thelen Reid & Priest Llp
40 West 57th Street

200002821572--9

New York, NY 10019

FOREIGN FILINGS

NAME: PALADYNE CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

99 MAR 29 AM 11:24

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 1:03
H 3/29

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. PALADYNE CORP.
(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. 59-3562953
(FEI number, if applicable)
4. January 11, 1999
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 615 Crescent Executive Court, Suite 128

Lake Mary, Florida 32746-2116

(Current mailing address)

To provide software and services to the telecommunications industry, and to engage in any lawful activity for which corporations may qualify to do

8. business in the State of Florida.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: *Samela D. Simpson*

(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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

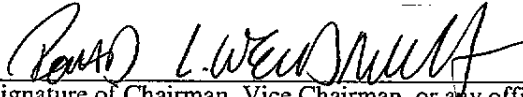
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. RONALD L. Weinsbach CEO
(Typed or printed name and capacity of person signing application)

A. Directors

	<u>Name</u>	<u>Address</u>
1.	Ronald L. Weindruch	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
2.	Peter B. Atwal	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
3.	John D. Foster	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
4.	Kenneth W. Horn	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
5.	William N. Kashul, Sr.	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
6.	James L. McGovern	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746

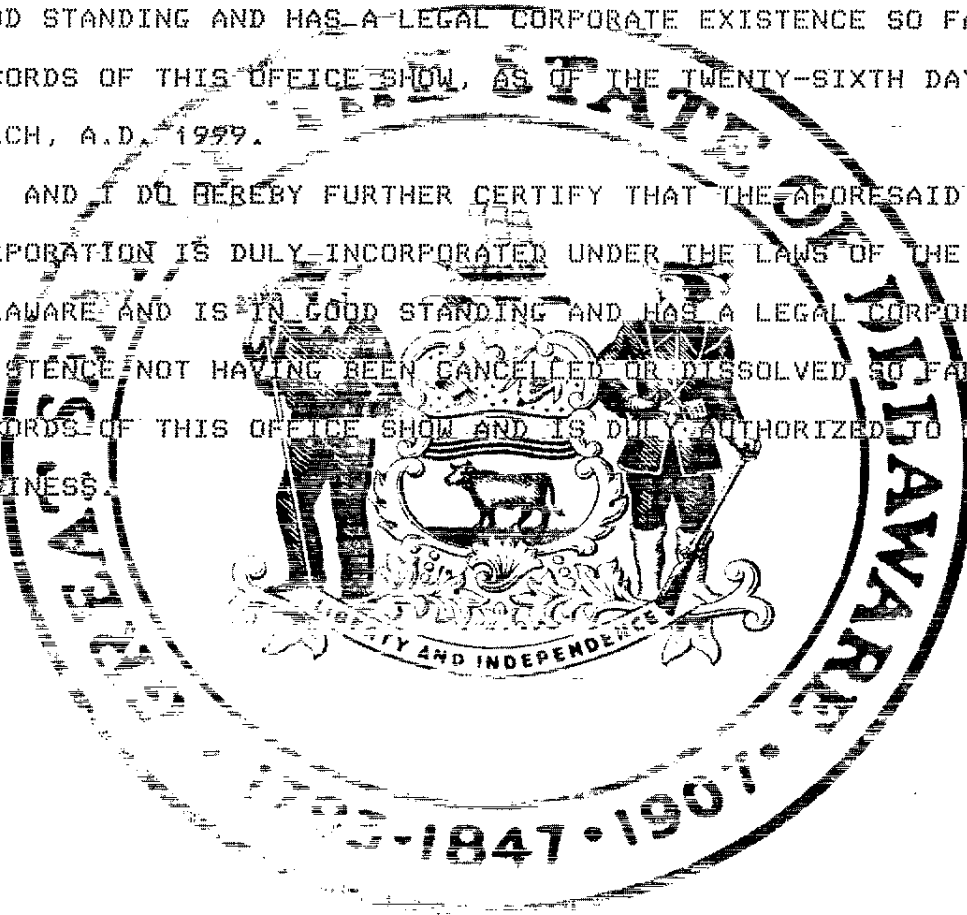
B. Officers

	<u>Name</u>	<u>Address</u>
1.	Ronald L. Weindruch President and Chairman	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746
2.	William E. Morris Secretary	615 Crescent Executive Court, Suite 128 Lake Mary, Florida 32746

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALADYNE CORP." 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 TWENTY-SIXTH DAY OF MARCH, A.D. 1999.

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.



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR 29 PM 1:03



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9653373

DATE:

03-26-99