

F990000001833



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 196567 85852A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : April 7, 1999

ORDER TIME : 3:49 PM

ORDER NO. : 196567-015

CUSTOMER NO: 85852A

200002832672--4

CUSTOMER: Ms. Sherry Falconer  
Harry W. Haskins, Esq  
Suite 201  
3400 South Tamiami Trail  
Sarasota, FL 34239

FOREIGN FILINGS

NAME: 2DIGITAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

FILED  
SECRETARY OF STATE  
DIVISION  
99 APR -7 AM 9:15

*mtm*  
*4/8*

RECEIVED  
DIVISION OF CORPORATION  
99 APR -7 PM 4:42

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. 2digital, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-24-99 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4-1-99  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1718 MAIN ST. # 204  
SARASOTA, FL 34236  
(Current mailing address)

8. To engage in any lawful act or activity for which a  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
CORPORATION MAY BE ORGANIZED IN DELAWARE

9. Name and street address of Florida registered agent:

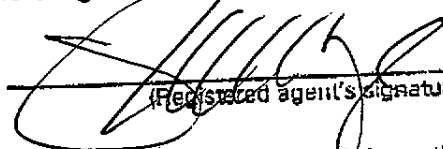
Name: Robert M. Miscavage

Office Address: 1718 MAIN ST. # 204

SARASOTA, Florida, 34236  
(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.

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DIVISION OF CORPORATIONS  
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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: E. PAUL HANSON

Address: ~~3107 JESSIE HARBOR DRIVE, Opaoka, FL 34236~~  
1718 MAIN ST, STE 204, SARASOTA FL 34236

Vice Chairman: Robert M. MISCAVAGE

Address: 1718 MAIN ST., STE 204, SARASOTA, FL 34236

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Robert M. MISCAVAGE

Address: 1718 MAIN ST, STE 204, SARASOTA FL 34236

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. Robert M. MISCAVAGE, President, Vice CHAIRMAN  
 (Typed or printed name and capacity of person signing application)

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*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 "2DIGITAL, 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 SECOND DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2DIGITAL, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 1999.

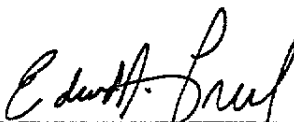
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION  
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\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9666403

04-02-99