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OF COUNSEL  
MITCHELL S. POLANSKY

April 16, 1999

**VIA FEDERAL EXPRESS**

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

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-04/20/99--01055--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Smart Solutions International Inc. (the "Company")  
Smart Solutions International L.P. (the "Limited Partnership")**

To Whom It May Concern:

Enclosed herewith please find the original application to transact business in Florida for the Company and the Limited Partnership. In addition, we enclose our firm's check numbers 3343 and 3344, which represent payment of the following fees: (1) Check number 3343 made payable to the Florida Secretary of State, in the amount of EIGHTY SEVEN DOLLARS AND 50/100 (\$87.50) to cover the application fee, as well as the obtainment of a Certificate of Status for the Company; and (2) Check number 3344 made payable to the Florida Secretary of State, in the amount of ONE HUNDRED AND THIRTEEN DOLLARS AND 75/100 (\$113.75) to cover the application fee, as well as the obtainment of a Certificate of Status for the Limited Partnership.

Lastly, we enclose an original Certificate of Good Standing for the Company and for the Limited Partnership from the State of Delaware, Office of the Secretary of State, in accordance with the instructions received from your department.

Please forward the Certificates of Status to our office once the documents have been filed.

Should you have any questions, please do not hesitate to contact our office.

Thank you in advance for your cooperation.

Sincerely,

Juan P. Delgado

JPD/ef

Encls.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Smart Solutions International, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Juan P. Delgado, Esq.

(Name of Person)

Richards, Attorneys At Law

(Firm/Company)

2665 South Bayshore Drive, Suite 703

(Address)

Miami, Florida 33133

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Juan P. Delgado

(Name of Person)

at ( 305 ) 858-9900

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Smart Solutions International, 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. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/11/98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Richards, Attorneys At Law, 2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133  
(Current mailing address)

8. Software Consulting  
(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)

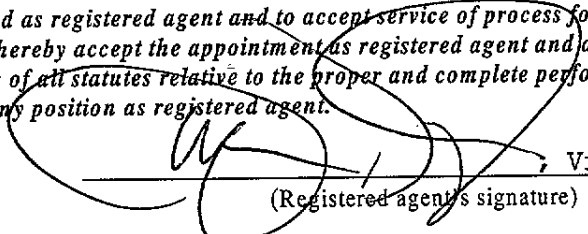
Name: World Corporate Services, Inc.

Office Address: 2665 South Bayshore Drive, Suite 703

Miami, Florida, 33133  
(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.*

  
\_\_\_\_\_, Vice-President  
(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)

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

Director

Chairman: Paul Warren

Address: c/o 6700 N. Andrews Avenue, Suite 205, Ft. Lauderdale, Florida 33309

Director

Vice Chairman: Hector Santiago

Address: c/o 6700 N. Andrews Avenue, Suite 205, Ft. Lauderdale, Florida 33309

Director: Jose Gross

Address: c/o 6700 N. Andrews Avenue, Suite 205, Ft. Lauderdale, Florida 33309

Director: Javier Ramirez

Address: c/o 6700 N. Andrews Avenue, Suite 205, Ft. Lauderdale, Florida 33309

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

President: Paul Warren

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

Vice President: Hector Santiago

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

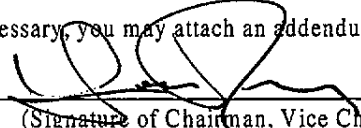
Secretary: Javier Ramirez

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

Treasurer: Jose Gross

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. Javier Ramirez, Secretary, Smart Solutions International, Inc., a Delaware corporation  
(Typed or printed name and capacity of person signing application)

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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 "SMART SOLUTIONS INTERNATIONAL, 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 NINTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMART SOLUTIONS INTERNATIONAL, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1998.

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9678625

DATE: 04-09-99