

F990000002100



ACCOUNT NO. : 072100000032

REFERENCE : 212659 4344659

AUTHORIZATION :

Patricia Kigut

COST LIMIT : \$ 78.75

ORDER DATE : April 21, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 212659-005

CUSTOMER NO: 4344659

CUSTOMER: Ms. Terri Lahner
Greenberg Traurig Hoffman
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

600002847096--5

FOREIGN FILINGS

NAME: CYBERCLOSEOUT, 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: Angie Glisar

RECEIVED

99 APR 22 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 PM 3:44

FILED

W99-9551

4/22/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 22, 1999

CSC

SUBJECT: CYBERCLOSEOUT, INC.
Ref. Number: W99000009551

RESUBMIT
Please give original
submission date as filed date.
FILED
APR 22 PM 3:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00021157

FILED
99 APR 22 PM 2:37
DIVISION OF CORPORATION

FILED
99 APR 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY
CYBERCLOSEOUT, INC.
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. The name of the Corporation is CYBERCLOSEOUT, Inc. (the "Corporation")
2. The jurisdiction of incorporation of the Corporation is Delaware.
3. The date of incorporation is February 8, 1999.
4. The IRS assigned #52-2144209 as FEI number.
5. The Corporation shall have perpetual existence.
6. The Corporation has not, since its incorporation, engaged in any activity in the State of Florida except as set forth in paragraph (2) of Section 607.1501 of the Florida Business Corporation Act.
7. The current mailing address of the Corporation is 5733 North Andrews Way, Ft. Lauderdale, FL 33309.
8. The business which the Corporation proposes to do in the State of Florida is as follows:

To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act
9. Corporation Service Company is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.

10. 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: Karen B. Rozar
Karen B. Rozar, As Its Agent, Registered Agent

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. The names and addresses of officers and directors of the Corporation are as follows:

See attached list.

Signed on February 24, 1999.

James A. Brown
James A. Brown, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

List of Officers and Directors of CYBERCLOSEOUT, Inc.

A. **DIRECTORS:**

Director: James A. Brown
Address: 5733 North Andrews Way
Ft. Lauderdale, FL 33309

Director: Gregory A. Cogen
Address: 5733 North Andrews Way
Ft. Lauderdale, FL 33309

B. **OFFICERS:**

CEO, President: James A. Brown
Address: 5733 North Andrews Way
Ft. Lauderdale, FL 33309\

COO, Executive Vice President: Gregory A. Cogen
Address: 5733 North Andrews Way
Ft. Lauderdale, FL 33309

Secretary: Morris C. Brown
Address: 777 South Flagler Drive, Suite 300-East
West Palm Beach, FL 33401

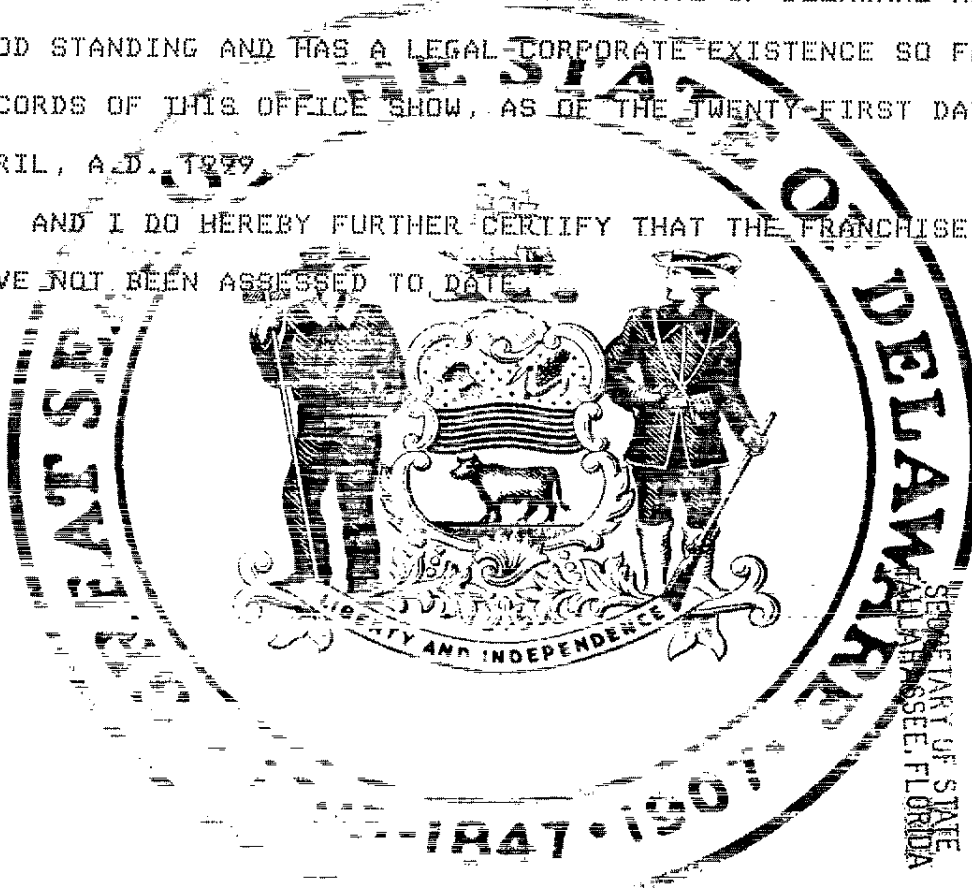
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYBERCLOSEOUT, 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 TWENTY-FIRST DAY OF APRIL, A.D. 1999.

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



FILED

99 APR 22 PM 3:44

SECRETARY OF STATE
JANESSEE, FLORIDA

Edward J. Freel, Secretary of State



3002553 8300

991156035

AUTHENTICATION:

9698479

DATE:

04-21-99