

F99000002537



ACCOUNT NO. : 072100000032

REFERENCE : 239165 7179193

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 78.75

ORDER DATE : May 17, 1999

ORDER TIME : 1:07 PM

ORDER NO. : 239165-005

CUSTOMER NO: 7179193

300002876833--8

CUSTOMER: Mark D. Cobb, President
Usa Digital, Inc.
P.o. Box 172574

Tampa, FL 33672

FOREIGN FILINGS

NAME: USA DIGITAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

RECEIVED

99 MAY 17 AM 10:46

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

99 MAY 18 PM 2:12

FILED

W99 71454

5/18/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

CSC

SUBJECT: USA DIGITAL, INC.
Ref. Number: W99000011454

FILED
99 MAY 08 AM 2:12 PM '99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATIONS
DIVISION

We have received your document for USA DIGITAL, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must have original signatures.

A brief description of the entity's nature of business must be included in the document.

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.

RESUBMIT

Please give original submission date as file date.

Agnes Lunt
File 1st

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MARK D. COBB (Name), do hereby certify

that this Resolution of the Board of Directors of USA DIGITAL, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEVADA,

was duly adopted on MAY 17TH, 19 99.

Be it resolved, that USA DIGITAL, INC. (Corporate Name)

organized and existing in the State of NEVADA, hereby adopts the name

USA DIGITAL OF NEVADA, INC. for use in Florida.

Dated: 5-17-99



Signature of either Chairman, Vice Chairman or any officer

CHAIRMAN/PRESIDENT/CEO
Type or print name

MARK D. COBB

99 MAY 18 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. USA DIGITAL 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. NEVADA 3. 59-3560920
(State or country under the law of which it is incorporated) (FEI number, if applicable)

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

6. 3-5-99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 172574
TAMPA, FL 33672
(Current mailing address)

8. TELECOMMUNICATIONS + INTERNET SERVICES
(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida,

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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.

By: Karen B. Rozar (Registered agent's signature)
Corporation Service Company
Karen B. Rozar, Asst. Sec.
Corporation Service Company

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: MARK D. COBB
Address: 137 STRAWBERRY JUNCTION CANE
VALRICO, FL 33594

Vice Chairman: _____
Address: _____

Director: DONALD E. DARDEN
Address: 1134 OX BOTTOM RD.
TALLAHASSEE, FL 32312

Director: _____
Address: _____

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

President: MARK D. COBB
Address: SAME AS ABOVE

Vice President: _____
Address: _____

Secretary: MARK D. COBB
Address: SAME AS ABOVE

Treasurer: MARK D. COBB
Address: SAME AS ABOVE

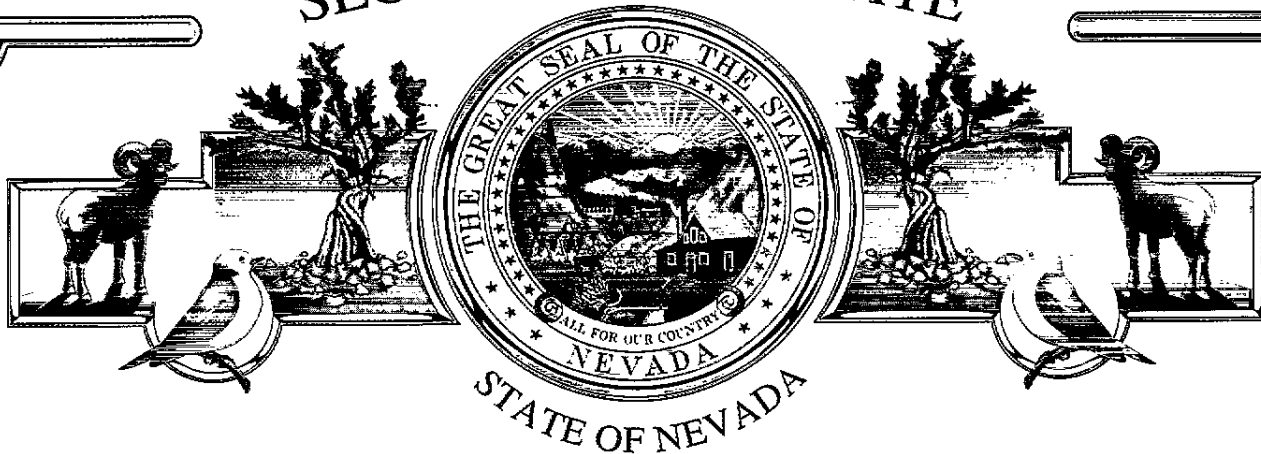
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TALLAHASSEE, FLORIDA

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

13. Mark D. Cobb
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. PRESIDENT/CEO MARK D. COBB
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **USA DIGITAL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 5, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 13, 1999.



Dean Heller
Secretary of State

By *Joan E. D...*
Certification Clerk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED