

F99000003266



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 284186 7146484

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 87.50

ORDER DATE : June 23, 1999

ORDER TIME : 1:29 PM

ORDER NO. : 284186-005

CUSTOMER NO: 7146484

400002913734--2

CUSTOMER: Lawrence S. Evans, Esq
L.s. Evans & Associates
1570 Madruga Ave., Ste. 211

Miami, FL 33146

FOREIGN FILINGS

NAME: COLLECTIVEMIND, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

JUN 23 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUN 23 PM 3:58

99 JUN 23 PM 4:05

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DIVISION OF CORPORATIONS

**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. COLLECTIVEMIND, 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. CALIFORNIA

(State or country under the law of which it is incorporated)

3. 33-0851160

(FEI number, if applicable)

4. March 2, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 16, 1999

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 7700 Irvine Center Drive, Suite 800, Irvine, CA 92612

(Principal office address)

b. same as above

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation
may be organized under the General Corporation Law of California.
(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: Lawrence Evans, Attorney

Office Address: Evans & Associates

1570 Madruga Avenue, Suite 211
Coral Gables, Florida 33146

(Zip code)

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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.

[Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Chief Executive Officer and Director: Enrique Garrido

Address: 7700 Irvine Center Drive, Suite 800, Irvine, CA 92612

Vice Chairman: Secretary and Director: Julian Galvez

Address: 7700 Irvine Center Drive, Suite 800, Irvine, CA 92612

Director: Chief Financial Officer and Director: Daniel Cosentino

Address: 7700 Irvine Center Drive, Suite 800, Irvine, CA 92612

Director: Tiburcio M. de la Carvoca

Address: 7700 Irvine Center Drive, Suite 800, Irvine, CA 92612

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

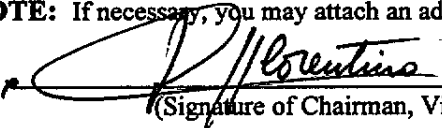
Address: _____

Treasurer: _____

Address: _____

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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. DANIEL H. COSENTINO - CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 2nd day of March, 19 99,

COLLECTIVEMIND, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

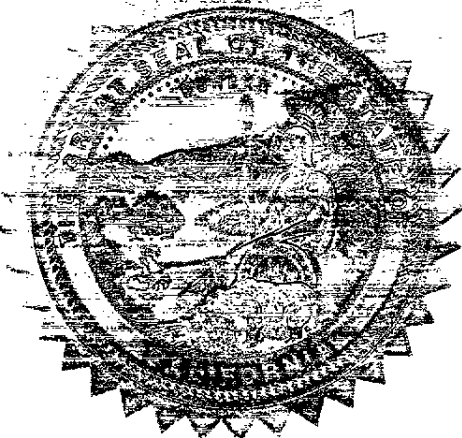
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

June 17, 1999



Bill Jones

Secretary of State