



THE UNITED STATES  
CORPORATION  
COMPANY

99000003898

ACCOUNT NO. : 072100000032

REFERENCE : 320638 7187164

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1999

ORDER TIME : 1:02 PM

ORDER NO. : 320638-005

CUSTOMER NO: 7187164

700002945307--6

CUSTOMER: Mr. Etienne Taylor  
Mr. Etienne Taylor  
6103 Tarawood Drive  
Orlando, FL 32819

RECEIVED

99 JUL 29 PM 2:28

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ETIENNE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

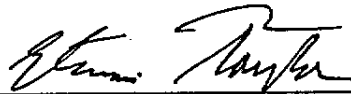
WL 7/28

## RESOLUTION BY BOARD OF DIRECTORS

Etienne Taylor, Secretary of Etienne, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 19th day of July, 1999.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Mephistofx, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Etienne Taylor, Secretary

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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. ETIENNE, 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. JUNE 22, 1999 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6103 TARAWOOD DRIVE  
ORLANDO, FL 32819  
(Current mailing address)  
COMPUTER GRAPHICS
8. \_\_\_\_\_  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: 

(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)

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

Chairman: ETIENNE TAYLOR

Address: 6103 TARAWOOD DRIVE

ORLANDO, FL 32819

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: ETIENNE TAYLOR

Address: 6103 TARAWOOD DRIVE

ORLANDO, FL 32819

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. ETIENNE TAYLOR, PRESIDENT

(Typed or printed name and capacity of person signing application)

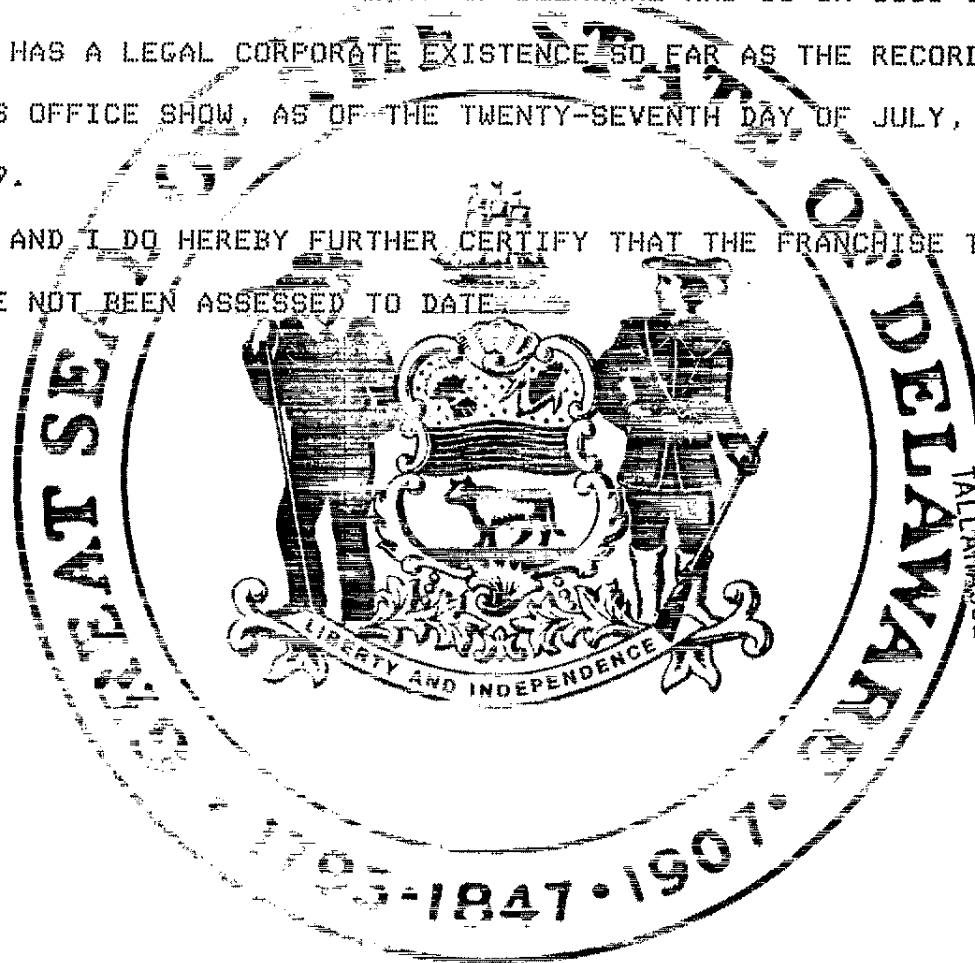
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TALLAHASSEE FLORIDA

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 "ETIENNE, 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-SEVENTH DAY OF JULY, A.D. 1999.

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



FILED

99 JUL 29 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

3059171 8300

DATE: 9887534

991308143

07-27-99