9000004384



ACCOUNT NO. = 07210000032

REFERENCE

346246

4351949

COST LIMIT

\$ 70

ORDER DATE: August 18, 1999

ORDER TIME : 11:29 AM

ORDER NO. : 346246-005

2000/2012/2012 R

CUSTOMER NO:

4351949

CUSTOMER: William Gottlieb, Esq

> Klein & Hill 521 Fifth Ave.

24th Fl.

New York, NY 10175

FOREIGN FILINGS

NAME:

ELTIV, INC.

XXXX QUALIFICATION

(TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANO	CE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO COREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.
1. Eltiv, Inc	
(Name of corp words or abbre	oration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or viations of like import in language as will clearly indicate that it is a corporation instead of a or partnership if not so contained in the name at present.)
2. Delaware	3- 04-3213829
(State or count	ry under the law of which it is incorporated) (FEI number, if applicable)
4. February	
(Da	ate of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Quali	
(Date fir	st transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Eltiv	, Inc., 16 Esquire Road
North Bill	lerca, MA 01821
	(Current mailing address)
Provide to any act of 8.	ravel related services to businesses and individuals To engage in ractivity for which corporations may be organized.
(Purpose	e(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and s	treet 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)
10. Registered	agent's acceptance:
this application, I with the provision	the day registered agent and to accept service of process for the above stated corporation at the place designated in the hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply as of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept my position as registered agent. Corporation Service Company By: (Registered agent's signature)
 Attached is a Department of Sta 	certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the ate, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acco	entable)	
		ન્કુ વૃદ્ધિ
Chairman: See attached officers/directors r	rider	To state
Address:		2 000 800
***		2 7
Vice Chairman:		
Address:		
Director:		
Address:		
Director:		
Address:		
B. OFFICERS (Street address only - P.O. Box NOT	acceptable)	
President: See attached officers/directors r	der	
		
Address:		
Vice President:		
Address:		
Secretary:	·	
Address:		
Treasurer:		
Address:		
NOTE: If necessary, you may attach an addendum to the ap	pplication listing additional officers and/or directo	ors.
13. (Signature of Chairman, Vice Chairman, o	or any officer listed in number 12 of the application	n)
14. Reuven Klein, Secretary		
(Typed or printed name	and capacity of person signing application)	

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Eltiv, Inc.

List of Officers

Name: Yossi Zukerman Title: President Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821

Name: Reuven Klein Title: Secretary Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821

List of Directors

Name: Eli Gonen Term: Dec 31, 2002 Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821

Name: Offer Chodorov _ Term: Dec 31, 2002 Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821

Name: Offer Feinstein Term: Dec 31, 2002 Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821

Name: Ronny Shemesh Term: Dec 31, 2002 Bus. Addr.: c/o Eltiv, Inc. 16 Esquire Road, North Billerca, MA 01821 ON 2 MO 21 PM 2: 10

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELTIV, 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-THIRD DAY OF AUGUST, A.D. 7999.

AND I DO HEREBY EURTHER CERTIFY THAT THE SAID "ELTIV, INC."
WAS INCORPORATED ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESALD

CORPORATION IS DOLY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE

RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT

BUSINESS.

2382573 8300 991350764



Edward J. Freel, Secretary of State 34163

AUTHENTICATION:

08-23-99