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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002973864--4

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IS, Inc.

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TRANSMITTAL LETTER

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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: I3S, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Clay C. Scott, Jr.

(Name of Person)

Attorney at Law

(Firm/Company)

7501 Inwood Road

(Address)

Dallas, TX 75209

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Clay C. Scott, Jr.

(Name of Person)

at (214) 358-0341

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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:**

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1. I3S, 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. Texas
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 12/15/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1440 Corporate Drive
Irving, Texas 75038
(Current mailing address)
8. Provide internet and other computer related 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 NOT acceptable)**


Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.


(Registered agent's signature)

**MICHAEL E. JONES
ASSISTANT SECRETARY**

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.

PLEASE SEE ATTACHED LIST

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

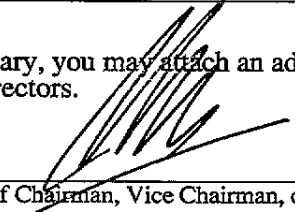
Secretary: _____

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. James R. Price, CEO
(Typed or printed name and capacity of person signing application)

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Directors

James R. Price
I3S, Inc.
1440 Corporate Drive
Irving, Texas 75038

Charles Bo Price
I3S, Inc.
1440 Corporate Drive
Irving, Texas 75038

Matt Hutchins
I3S, Inc.
1440 Corporate Drive
Irving, Texas 75038

Clay C. Scott, Jr.
7501 Inwood Road
Dallas, Texas 75209

Tracy S. Turner
1st Union Tower
P.O. Box 21962
Greensboro, North Carolina 27420

Russell S. Myers
1st Union Tower
P.O. Box 21962
Greensboro, North Carolina 27420

Officers

James R. Price
Chief Executive Officer

Charles Bo Price
Executive Vice President

Matt Hutchins
President

Clay C. Scott, Jr.
Secretary

The business address of the following officers is:

I3S, Inc.
1440 Corporate Drive
Irving, Texas 75038

Dan Gillett
Chief Financial Officer

Richard Unangst
Treasurer

Gary Dobbins
Vice President

Bill Anderton
VP Sales & Operations
Chief Scientist

Paul Buss
VP Marketing

John Galgay
VP Engineering



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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

I 3S, INC.
File No. 01336502-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 19, 1999.*



Elton Bomer
Secretary of State

MAC