

COONEY, WARD, LESHER & DAMON, P.A.

4420 BEACON CIRCLE

SUITE 100

WEST PALM BEACH, FLORIDA, 33407

Telephone 561/842-3000 ♦ Facsimile 561/842-3626

Michael J Posner, Esq.
Board Certified Real Estate Attorney
Internet: mjp@cwld.com

F990000004651

July 28, 1999

Certified Mail/Return Receipt Requested

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Management Information Technologies, Inc.

100002949621--2
-08/03/99--01093--001
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the following:

1. Our firm's trust account check number 22389 in the amount of \$70.00 to cover filing fees
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Good Standing in the State of Delaware.

Please note that we are registering to transact business in the State of Florida as a Delaware corporation wishing to do business in the State of Florida.

If you have any questions or require additional information, please feel free to contact me.

Sincerely,



Sheilla F. Ferreira,
Legal Assistant to Michael J Posner, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 5, 1999

SHEILLA F. FERREIRA
COONEY, WARD, LESHER & DAMON, P.A.
4420 BEACON CIRCLE, SUITE 100
WEST PALM BEACH, FL 33407

SUBJECT: MANAGEMENT INFORMATION TECHNOLOGIES, INC.
Ref. Number: W99000018131

We have received your document for MANAGEMENT INFORMATION TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office 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.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 799A00039705

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TALLAHASSEE, FLORIDA

WARD, DAMON & POSNER, P.A.

4420 BEACON CIRCLE

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Telephone 561/842-3000 ♦ Facsimile 561/842-3626

*Michael J Posner, Esq.
Board Certified Real Estate Attorney
Internet: mjposner@cwld.com*

August 30, 1999

Attn: Gretchen Harvey
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314


RE: Management Information Technologies, Inc.

Dear Ms. Harvey:

Enclosed please find the corporate resolution for the above-referenced corporation authorizing the corporation to do business in Florida under the name of Management Information Production Company.

If we can be of further assistance or if you require any additional information, please contact us immediately.

Sincerely,



Sheilla F. Ferreira,
Legal Assistant to Michael J Posner, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RESOLUTION

I, Ken Ewell, President and Chairman of **MANAGEMENT INFORMATION TECHNOLOGIES, INC.**, duly organized and existing under and by the virtue of the laws of the State of Delaware, do hereby certify that at a meeting of the Board of Directors of said Corporation, duly called and held at 6 NW 27th Terrace, Gainesville, Florida 32607 on the 1st day of June, 1999, at which meeting a quorum was present and voted, the following resolution was adopted:

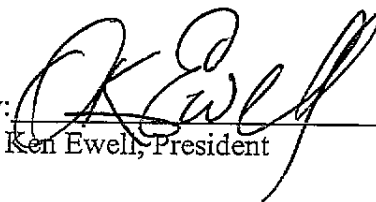
1. That Management Information Technologies, Inc., shall qualify to do business in Florida.
2. That as part of qualification, Management Information Technologies, Inc. shall file a fictitious name affidavit to do business in Florida under the name "Management Information Production Company"
3. That the President of this Corporation (the officer authorized to act pursuant hereto being hereinafter designated as "authorized officer") be and he is hereby authorized, directed and empowered, in the name of and on behalf of this Corporation, to execute any and all documents necessary to effectuate this resolution.
4. That the authority given hereunder shall be deemed retroactive, and the acts hereunder performed prior to the passage of these Resolutions are hereby ratified and affirmed.

I FURTHER CERTIFY that said resolutions are still in full force and effect and have not been amended or revoked.

I further certify that the meeting of the Board of Directors, at which the foregoing resolutions were adopted, was regularly called and held in accordance with the charter and By-Laws of the Corporation and that said resolution has not been rescinded or countermanded by the Board of Directors.

Dated at Gainesville, Florida, on this 19th day of August, 1999.

Management Information Technologies, Inc.

By: 
Ken Ewell, President

(Corporate Seal)

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TALLAHASSEE, FLORIDA

NOTICE UNDER FICTITIOUS NAME LAW

NOTICE IS HEREBY GIVEN that the undersigned, desiring to engage in business under the fictitious name of "Management Information Production Company", located at 6 NW 27th Terrace, Gainesville, Florida 32607, and that the undersigned intends to register the said name with the Division of Corporations of the Department of State.

Notice made this 14th day of August, 1999.

Management Information Technologies, Inc.,
a Delaware corporation

By: 

Ken Ewell, President

(Corporate Seal)

To be Published by: The Gainesville Sun
Gainesville, Florida

Filed by Facsimile

COONEY, WARD, LESHER & DAMON, P.A.
4420 Beacon Circle, Suite 100
West Palm Beach, Florida 33407
VOICE: (561) 842-3000 FAX: (561) 842-3626

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TALLAHASSEE, FLORIDA

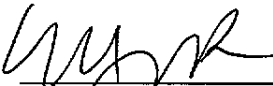
**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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. Management Information Technologies, Inc.:
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. 52-1448272
(FEI number, if applicable)
4. December 23, 1986
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1999
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 6 NW 27th Terrace, Gainesville, Florida 32607
(Current mailing address)
8. Research Development, production and sales of Information Software
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Name and Street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Michael J Posner
Office Address: 4420 Beacon Circle
Suite 100, West Palm Beach, Florida 33407
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)
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)

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TALLAHASSEE, FLORIDA

A. **Directors:** (Street Address ONLY - (P.O. Box NOT acceptable))

Chairman: Ken Ewell
Address: 6 NW 27th Terrace
Gainesville, FL 32607
Vice Chairman: Dr. Tom Adl
Address: 530 East 50th Street
Eugene, OR, 97405
Director: Bill Sisson
Address: 400 E. Redington Dr. DBB
Sunnyvale, CA 94087
Director: _____
Address: _____

B. **Officers:** (Street Address ONLY - (P.O. Box NOT acceptable))

President: Ken Ewell
Address: 6 NW 27th Terrace
Gainesville, FL 32607
Vice-President: Dr. Tom Adl
Address: 530 East 50th Street
Eugene, OR 97405
Secretary: Ken Ewell
Address: (SAB)
Treasurer: Dr. Tom Adl
Address: (SAB)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13.

Ken Ewell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

O. Ken Ewell, President

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

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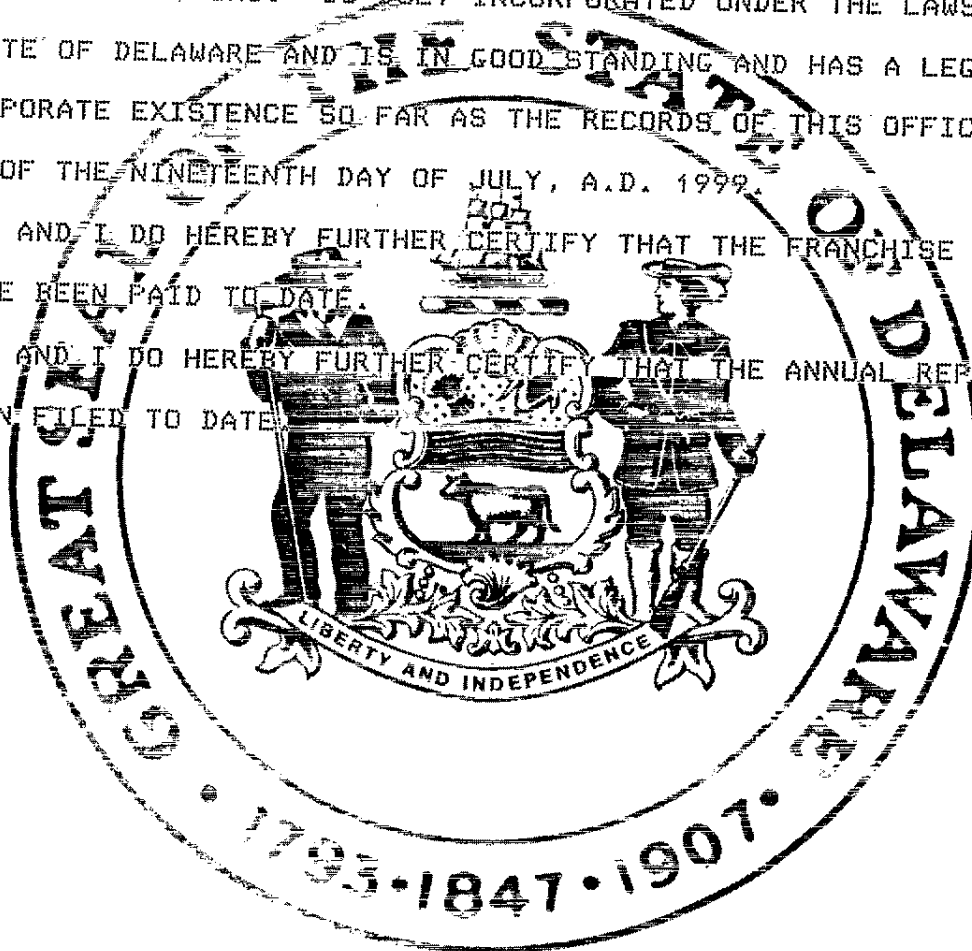
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANAGEMENT INFORMATION TECHNOLOGIES, 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 NINETEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2079017 8300

DATE: 9871821

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07-19-99