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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

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*****70.00 *****70.00

CORPORATION(S) NAME

Globexplorer Inc

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DIVISION OF CORPORATIONS
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JK 9/17/99

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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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DIVISION OF CORPORATIONS

1. GlobeXplorer, 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
(State or country under the law of which it is incorporated)

3. Applied for
(FEI number, if applicable)

4. July 23, 1999
(Date of incorporation)

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

6. The Corporation has not yet transacted business in Florida.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 3000 Oak Road, Suite 200
Walnut Creek, CA 94596
(Current mailing address)

8. To carry out any business permitted by law.
(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
(Registered agent's signature) Asst. Secy.

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)

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DIVISION OF CORPORATIONS
99 SEP 17 PM 12:16

Director: ~~Chairman:~~ Douglas R. Marvin, Esq.

~~Address:~~ 9675 Main Street, Suite C, Fairfax, Virginia 22031

Director: ~~Vice Chairman:~~ Axel Hoffman

Address: 8407 Edgewater Dr., Oakland, CA 94621

Director: Mohammed Al-Fayed

Address: 9675 Main Street, Suite C, Fairfax, Virginia 22031

Director: Robert Shanks

Address: 3000 Oak Road, Suite 200, Walnut Creek, CA 94596

Director: Lauren Weaver

Address: 9675 Main Street, Suite C, Fairfax, Virginia 22031

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

President: Robert Shanks

Address:

Vice President: None

Address:

Secretary: Douglas K. Marvin, Esq.

Address:

Treasurer: Douglas K. Marvin, Esq.

Address:

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

13. [signature] 9/14/99
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Shanks, President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 17 PM 1:16

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBEXPLORER, 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.

Edward J. Freel, Secretary of State

3067217 8300

AUTHENTICATION: 9888402

991309206

DATE: 07-27-99