

F99000004804

Fort Lauderdale, september 09, 1999

Lamothe
Bergeron

Comptables agréés
Chartered Accountants
Société nominale

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

500002986945--5
-09/14/99-01043-004
*****70.00 *****70.00

Fernand Lamothe, CA
Luc Bergeron, CA

Dear Sir,

Line Raza, CGA
Marie-Hélène Lambert
CGA

You will find enclosed the documents you need for the Application
by Foreign Corporation for Authorization to Transact Business in
Florida.

If you need more information do not hesitate to contact me.

Your truly,

FLORIDE (U.S.A.)
721 SE, 17th Street, #200
Fort Lauderdale (Florida) 33316
Tel: (954) 768-9548
Fax: (954) 768-9775

QUEBEC (CAN.)
2060, de la Montagne
8^{ème} étage
Montréal (Québec) H3G 1Z7
Tél: (514) 499-0203
Téléc: (514) 499-0265

40, de la Montagne
St-Arme des Lacs (Québec)
J0R 1B0
Tél: (514) 865-0673

F. Lamothe/Cloutier
Fernand Lamothe
Chartered Accountant

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TALLAHASSEE, FLORIDA

JB
9-20-99

**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. PENNTech SYSTEMS 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. CANADA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 31, 1990 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. WHEN IT WILL BE REGISTERED IN FLORIDA
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 721 S. E. 17th Street ste 200
Fort Lauderdale, Fl. 33316
(Current mailing address)

8. COMPUTER CONSULTANT
(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)

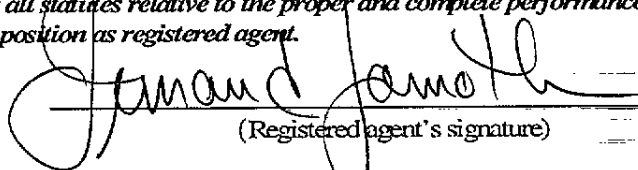
Name: FERNAND LAMOTHE INC. PA4000077376

Office Address: 721 S. E. 17th Street Ste 200

Fort Lauderdale, Florida, 33316
(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)

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: JOHN PENNEY

Address: 1811 Boul Perrot

Notre-Dame-Ile-Perrot, Qc. Canada J7V 7P2

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: _____

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TALLAHASSEE FLORIDA

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

13. X [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. [Signature] JOHN PENNEY
(Typed or printed name and capacity of person signing application)



Industry Canada Industrie Canada

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

CERTIFICATE OF COMPLIANCE
S.S. 263(2)

CERTIFICAT DE CONFORMITÉ
S.S. 263(2)

PENNTech SYSTEMS INC.

263946-7

LES SYSTEMES PENNTech INC.

Name of corporation-Dénomination de la société

Number - Numéro

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the Canada Business Corporations Act and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns and Financial Statements.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la Loi canadienne sur les sociétés par actions et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels et les états financiers dont l'envoi est requis.

Deputy Director - Directeur adjoint

August 10, 1999 / le 10 août 1999

Date

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TALLAHASSEE, FLORIDA

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Fort Lauderdale, september 09, 1999

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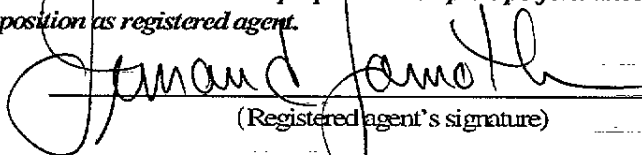
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Address: 1811 Boul Perrot

Notre-Dame-Ile-Perrot, Qc. Canada J7V 7P2

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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