

F 99 000000 5916

**ATLAS PEARLMAN
TROP & BORKSON**

ATTORNEYS AT LAW

Jan Douglas Atlas
Michael W. Baker
Alan H. Baseman
Stephen W. Bazinsky
Roxanne K. Beilly
Elliot P. Borkson
Robert J. Burnett
Deborah Ann Byles
Robin Corwin Campbell
Michael Greenwald
April I. Halle
Kip O. Lassner
Eric Lee
Andrew Lockwood*

Joel D. Mayersohn
Matthew W. Miller
William Norrman
Brian A. Pearlman
Charles B. Pearlman
Jonathan S. Robbins
James M. Schneider
Wayne H. Schwartz
Douglas Paul Solomon
Samantha Nicole Tesser
Michael L. Trop
Steven I. Weinberger
Kenneth P. Wurtenberger

Of Counsel
Jon A. Sale
Benedict P. Kuehne

Director of
Marketing and Development
Scott I. Cowan*

*not licensed to practice law
*not licensed in
the State of Florida

October 26, 1999

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300003028373--0

-10/28/99--01075--008

*****78.75 *****78.75

W 99-25059

Re: CeleXx Corporation (the "Company")

Dear Sir or Madam:

Enclosed please find the following:


1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original Certificate of Existence from the State of Nevada;
3. A check in the amount of \$78.75 representing the filing fee and certified copy; and
4. A duplicate of this letter.

FILED
99 NOV 16 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu

Please stamp the enclosed copy of this letter and return in the envelope enclosed. 11/16
If you have any questions or require additional information, please contact me at (954) 766-7829.

Sincerely,


Myra Mahoney
Corporate Paralegal

6215-0100 256962.1

Miami Office
Suite 3550
100 Southeast Second Street
Miami, Florida 33131
Telephone (305) 379-8100
Facsimile (305) 789-5987

Main Office
New River Center - Suite 1900
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301
Telephone (954) 763-1200 - Facsimile (954) 766-7800
e-mail - aptb@atlaslaw.com
web site - http://www.atlaslaw.com

Boca Raton Office
Suite 305 West
1900 Corporate Boulevard
Boca Raton, Florida 33431
Telephone (561) 241-7084
Facsimile (561) 241-7096

**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. CELEXX CORPORATION
(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. NEVADA 3. 65-0850992
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/19/97 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON ACCEPTANCE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7521 W. PALMETTO PARK ROAD, SUITE 208
BOCA RATON, FL 33433
(Current mailing address)
- To engage in any and all lawful business permitted under the laws of the United States and the State of Florida. The Company develops and designs e-commerce and network solutions and interactive technologies.
8. (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: DOUG FORDE
- Office Address: 1440 CORAL RIDGE DRIVE, #313
CORAL SPRINGS, 33071
Florida,
(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.

FILED
99 NOV 16 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

DIRECTOR DOUG FORDE

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

DIRECTOR LIONEL FORDE

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

Director: MICHELLE MICHALOW

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

Director: WILLIAM LERNER

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

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

President: DOUG FORDE

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

Vice President: _____

Address: _____

Secretary: MICHELLE MICHALOW

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

Treasurer: LIONEL FORDE

Address: 7251 W. PALMETTO PARK ROAD, SUITE 208

BOCA RATON, FL 33433

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)

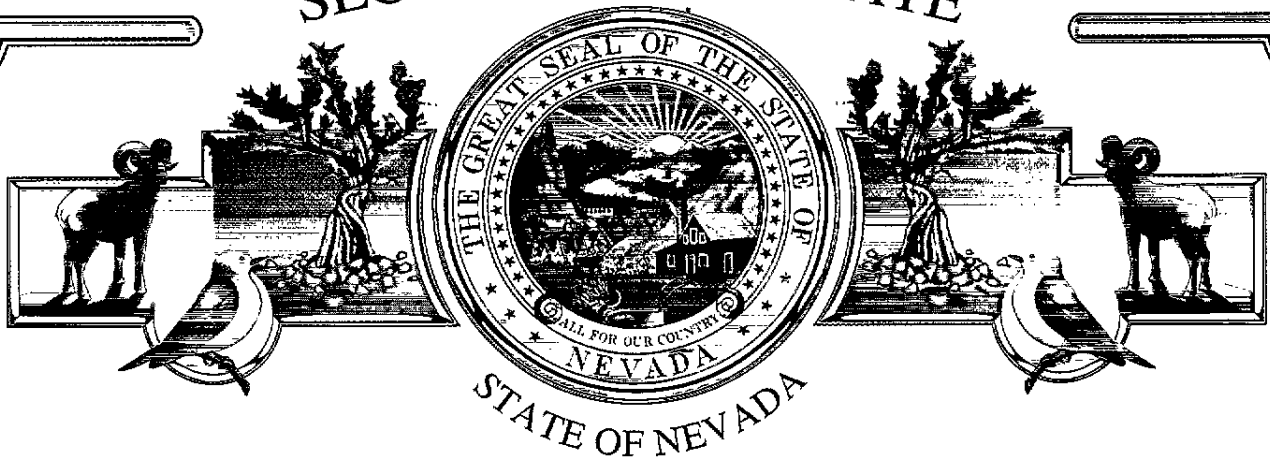
DOUG FORDE

14. _____

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

FILED
99 NOV 16 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
99 NOV 16 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CELEXX CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 19, 1997, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 20, 1999.

Dean Heller

Secretary of State

By

Mary M. L.

Certification Clerk