



THE UNITED STATES
CORPORATION
COMPANY

F99000006221

ACCOUNT NO. : 072100000032

REFERENCE : 500339 4304954

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : December 1, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 500339-010

CUSTOMER NO: 4304954

200003058932--7

CUSTOMER: Ms. Kathryn Acquilano
Palmer & Dodge
One Beacon St.

Boston, MA 02108

FOREIGN FILINGS

NAME: RESALEWORLD.COM, INC.

3

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 2:09

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAIL ROOM

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99 DEC -2 PM 12:15

BK 12/2/99

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DIVISION OF CORPORATIONS
99 DEC -2 PM 2:09

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ResaleWorld.com, 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:

Suzanne Nam, Esq.
(Name of Person)

Palmer & Dodge LLP
(Firm/Company)

One Beacon Street
(Address)

Boston, MA 02108
(City/State/Zip)

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

Suzanne Nam at (617) 573-0377
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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99 DEC 12 PM 2:09

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. ResaleWorld.com, 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 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 11/8/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1810 Mount Curve Avenue, Minneapolis, MN 55403
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) the General Corporation Law of the State of Delaware.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable) and qualified in the State of Florida
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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 designate 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.

[Signature] Asst. V.P.
(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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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 DEC -2 PM 2:09

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director

~~Chairman~~ Edward A. Davies

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

Director

~~Vice Chairman~~ Edmond E. DiRuzza

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

Director: Eric Beringause

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

Director:

Address:

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

President: Eric Beringause

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

** Vice President: Edward A. Davies

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

Secretary: Lynnette C. Fallon

Address: Palmer & Dodge LLP, One Beacon Street

Boston, MA 02108

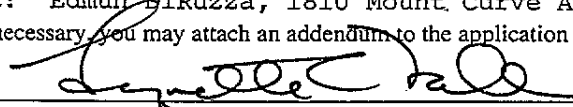
Treasurer: Eric Beringause

Address: 1810 Mount Curve Avenue

Minneapolis, MN 55403

*Vice President: Edmun DiRuzza, 1810 Mount Curve Avenue, Minneapolis, MN 55403

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. Lynnette C. Fallon, Secretary
(Typed or printed name and capacity of person signing application)

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 "RESALEWORLD.COM, 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 THIRTIETH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 2:09



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0108366

DATE:

11-30-99