F99000006700

CSC THE UNITED STATES CORPORATION COMPANY

99 DEC 14 PM 4:11
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 509894 4810385

AUTHORIZATION : Patricia Pizzito

COST LIMIT : ~~$70~~ PPD

ORDER DATE : December 9, 1999

ORDER TIME : 4:16 PM

ORDER NO. : 509894-005

CUSTOMER NO: 4810385

CUSTOMER: Ms. Janis Press
Roh, Incorporated
3456 Camino Del Rio North
Suite 201
San Diego, CA 92108

100003070671--6
-12/15/99--01001--018
*****70.00 *****70.00

FOREIGN FILINGS

NAME: ROH, INCORPORATED

4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX____ PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

RECEIVED
99 DEC 14 PM 4:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Christine Lillich

BK
12/14/99

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 4: 11

December 14, 1999

RESUBMIT
Please give original
submission date as file date

CHRISTINE LILLICH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ROH, INCORPORATED
Ref. Number: W99000028522

We have received your document for ROH, INCORPORATED and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $70.00 payment.,

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) 487-6914.

RECEIVED
99 DEC 28 AM 11: 27

Buck Kohr
Corporate Specialist

Letter Number: 599A00058749

RESOLUTION OF BOARD OF DIRECTORS

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DIVISION OF CORPORATIONS
99 DEC 14 PM 4:11

(Please print or type)

I, the undersigned John S. Smith (Name), do hereby certify

that this Resolution of the Board of Directors of ROH, INCORPORATED (Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada,

was duly adopted on December 1, 1999.

Be it resolved, that ROH, INCORPORATED (Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

ROH, INCORPORATED OF CALIFORNIA for use in Florida.

Dated: 12/18/99

Signature of either Chairman, Vice Chairman or any officer

John S. smith
Type or print name

INHS19(4/96)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
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DIVISION OF CORPORATIONS
99 DEC 14 PM 4:11

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. ROH, 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. NEVADA
(State or country under the law of which it is incorporated)

3. 88-0159646
(FEI number, if applicable)

4. 6/17/77
(Date of incorporation)

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

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 3456 CAMINO DEL RIO NORTH #201 SAN DIEGO, CA 92108
(Principal office address)

b. 3456 CAMINO DEL RIO NORTH #201 SAN DIEGO, CA 92108
(Current mailing address)

8. COMPUTER SOFTWARE, TRAINING & SUPPORT SERVICES
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYES 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 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.

Laura R. Diez
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 14 PM 4:11

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: JOHN S. SMITH

Address: 2611 JEFFERSON DAVIS HWY. #700

ARLINGTON, VA 22202

Vice President: LAWRENCE L. MASSA

Address: 641 LYNNHAVEN PRWY #201

VIRGINIA BEACH, VA 23452

Secretary: JOSEPH T. GEEB

Address: 3456 CAMINO DEL RIO NORTH #201

SAN DIEGO, CA 92108

Treasurer: ______________________

Address: ______________________

____

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

13. John S Smith

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

14. John S. Smith, President

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

SECRETARY OF STATE

STATE OF NEVADA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

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, limited-liability partnerships and business trusts 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, **ROH, INC.**, 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 June 17, 1977, 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 November 19, 1999.

Dean Heller

Secretary of State

By [signature]

Certification Clerk