

P97000094890  
(SAMPLE LETTER OF TRANSMITTAL)

DATE 10/20/97

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:20

Re: The Metamorph Corporation  
(Name of Corporation) Inc.

Gentlemen:

500002326385--3  
-10/22/97--01021--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Thomas W. Bruno

Thomas W. Bruno  
(Individual's Name)

2545  
W97-24282

The Metamorph Corporation  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
2555 PGA Blvd, #187		
Palm Beach Gardens, FL 33410		
PHONE		
(561) 710-8186		
Area Code	Number	Ext.

Divisions of Corporation  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

October 29, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:20

Ref. Number: W97000024282

Your Letter Number: 597A00051971

Claretha Golden:

Per our telecon on this date, the purpose of this letter is to confirm my intent to proceed with the new filing of the Metamorph Corporation, and that I am aware of the existence of an entity that is dissolved/revoked and has a name of Metamorphosis, Inc.

The term "Metamorph" is a computer term used to describe the digital transformation of data — morphing a metafile.

The term "Metamorphosis" is the natural evolution of changing of form — caterpillar into butterfly.

I hope that this letter satisfies the State requirements and clarifies this issue.

Thank you for your cooperation in this matter.

Thomas W. Bruno

Thomas W. Bruno  
President



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:20

October 24, 1997

THE METAMORPH CORPORATION  
ATTN: THOMAS W. BRUNO  
2555 PGA BOULEVARD #187  
PALM BEACH GARDENS, FL 33410

SUBJECT: THE METAMORPH CORPORATION  
Ref. Number: W97000024282

We have received your document for THE METAMORPH CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00051971

ARTICLES OF INCORPORATION

of

The Metamorph Corporation

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

The Metamorph Corporation

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ No par value per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>2555 PGA Blvd, #187</u>		
CITY <u>Palm Beach Gardens</u>	FLORIDA	ZIP <u>33410</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Thomas W. Bruno</u>		
ADDRESS <u>2555 PGA Blvd, #187</u>		
CITY <u>Palm Beach Gardens</u>	FLORIDA	ZIP <u>33410</u>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR -5 PM 12:20

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Thomas W. Bruno</u>		
ADDRESS	<u>2555 PGA Blvd, #187</u>		
CITY	<u>Palm Beach Gardens</u>	STATE	<u>FL</u>
		ZIP	<u>33410</u>
NAME	<u>Raychelle Barefield</u>		
ADDRESS	<u>6 Windsor Place</u>		
CITY	<u>Palm Beach Gardens</u>	STATE	<u>FL</u>
		ZIP	<u>33418</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Thomas W. Bruno</u>		
ADDRESS	<u>2555 PGA Blvd, #187</u>		
CITY	<u>Palm Beach Gardens</u>	STATE	<u>FL</u>
		ZIP	<u>33418</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 20<sup>th</sup> day of October, 19 97.

Thomas W. Bruno (Signature)

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 12:20

The Metamorph Corporation  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2555 PGA Blvd., #187

Palm Beach Gardens, FL 33410

has named Thomas W. Bruno

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas W. Bruno  
(Signature)

10/20/97  
(Date)