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ACCOUNT NO. : 072100000032

REFERENCE : 587431 4302796

AUTHORIZATION : *Patricia Puyat*

COST LIMIT : \$ 70

ORDER DATE : February 14, 2000

ORDER TIME : 11:45 AM

ORDER NO. : 587431-010

CUSTOMER NO: 4302796

100003138641--9

CUSTOMER: Kasey Hannah, Legal Assistant
Kirkpatrick & Lockhart Llp
9100 Wilshire Blvd.
Eighth Floor, East Tower
Beverly Hills, CA 90212

FOREIGN FILINGS

NAME: ELABOR.COM, INC.

(S)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 PM 2: 01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 FEB 17 PM 12: 08

*Mc
1/17/00*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 PM 2:01

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. ELABOR.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. California
(State or country under the law of which it is incorporated)

3. 33-0055221
(FEI number, if applicable)

4. September 10, 1984
(Date of incorporation)

5. Perpetual
(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. c/o MICHAEL EDELL, 5153 CAMINO RUIZ
CAMARILLO, CA 93012
(Current mailing address)
SOFTWARE SALES AND CONSULTING To engage in any act or activity for which corporations may be organized.

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: 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 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.

By: Bobbie Hall
(Registered agent's signature)

Bobbie Hall Assistant Vice President

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

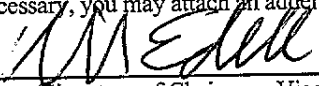
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. MICHAEL S. EDELL, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

ELABOR.COM, INC.

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DIVISION OF CORPORATIONS
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List of Officers

Name: MICHAEL S. EDELL Title: PRESIDENT
Bus. Addr.: c/o ELABOR.COM, INC. 5153 CAMINO RUIZ, CAMARILLO, CA 93012

Name: MICHAEL S. EDELL Title: SECRETARY
Bus. Addr.: c/o ELABOR.COM, INC. 5153 CAMINO RUIZ, CAMARILLO, CA 93012

Name: MICHAEL S. EDELL Title: CHIEF FINANCIAL OFFICER
Bus. Addr.: c/o ELABOR.COM, INC. 5153 CAMINO RUIZ, CAMARILLO, CA 93012

Name: MARK FREIDMAN Title: CHIEF OPERATING OFFICER
Bus. Addr.: c/o ELABOR.COM, INC. 5153 CAMINO RUIZ, CAMARILLO, CA 93012

List of Directors

Name: MICHAEL S. EDELL Term: Feb 01, 2001
Bus. Addr.: c/o ELABOR.COM, INC. 5153 CAMINO RUIZ, CAMARILLO, CA 93012

Name: JEFFREY EDELL Term: Feb 01, 2001
Bus. Addr.: 7080 HOLLYWOOD BLVD. STE. 1100, HOLLYWOOD, CA 90028

Name: LEIB ORLANSKI Term: Feb 01, 2001
Bus. Addr.: 9100 WILSHIRE BLVD. 8 EAST, BEVERLY HILLS, CA 90212

Name: ARTHUR EDELL Term: Feb 01, 2001
Bus. Addr.: 511 CHANNEL DR., MONMOUT BEACH, NJ 07750

Name: G. BRADFORD JONES Term: Feb 01, 2001
Bus. Addr.: 1150 SANTA MONICA BLVD. #1200, LOS ANGELES, CA 90025

Name: CRAIG MCCOLLUM Term: Feb 01, 2001
Bus. Addr.: 5153 CAMINO RUIZ, CAMARILLO, CA 93012

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10th day of September, 1984,

ELABOR.COM, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

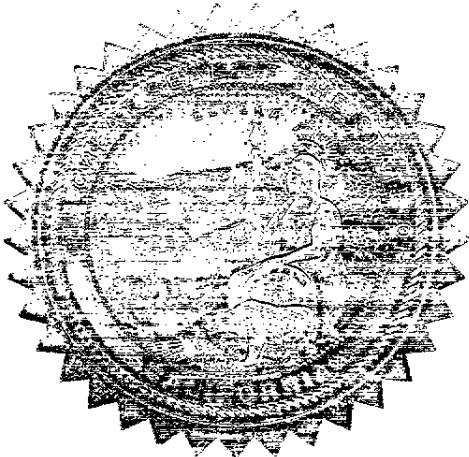
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 15, 2000



Bill Jones

Secretary of State

SECRETARY OF STATE
UNIVERSITY MICROFILMS
SERIALS ACQUISITION
08 FEB 17 PM 2:01