

F0000004464

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 8 / 8

400003349144--5
-08/08/00--01050--002
*****70.00 *****70.00

Corporation(s) Name

XLELATION, Inc

FILED
SECRETARY OF CORPORATIONS
00 AUG - 8 PM 2 05

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
 UCC 1 or 3

***Special Instructions**

Certified Copy Photocopies
 Arts/ameds/mergers Other-See Above

Walk in Pick-up Will Wait

RECEIVED
00 AUG - 8 AM 12 25
JEFFERSON BUTTERFIELD
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield
Thank You!

Handwritten signature and date 8/8

**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.

RECEIVED
 DIVISION OF CORPORATIONS
 1 JUL 10 5 57 AM '98
 100 AUG - 8 PM 2:05

1. XLeration, 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. 88-0408175 (FEI number, if applicable)

4. October 23, 1998 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. May 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1502 Columbine Avenue 1000 South McCaslin Blvd, Suite 120
Boulder, Colorado 80302 Superior, Co 80027
 (Current mailing address)

8. e-commerce
 (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: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
 (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.

C T Corporation System

Connie Bryan
 (Registered agent's signature) **CONNIE BRYAN**
 SPECIAL ASSISTANT SECRETARY

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)

FL019 - 9/2/99 C T System Online

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

Chairman: Edward Pfromer

Address: 1502 Columbine Avenue
Boulder, Colorado 80302

Vice Chairman: _____

Address: _____

Director: James Kean

Address: 1502 Columbine Avenue
Boulder, Colorado 80302

Director: Marty Barrett

Address: 1502 Columbine Avenue
Boulder, Colorado 80302

STATE OF COLORADO
DIVISION OF CORPORATIONS
00 AUG -8 PM 2:05

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

President: Edward Pfromer

Address: 1502 Columbine Avenue
Boulder, Colorado 80302

Vice President: _____

Address: _____

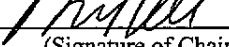
Secretary: David Dell

Address: 1502 Columbine Avenue
Boulder, Colorado 80302

Treasurer: David Dell

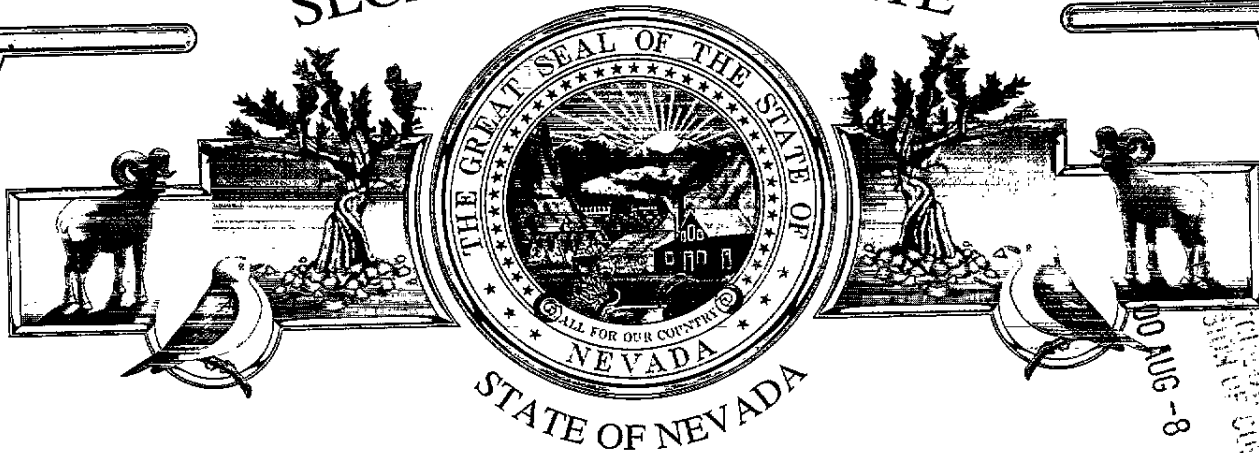
Address: 1502 Columbine Avenue
Boulder, Colorado 80302

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. Edward Pfromer, Chairman of the Board and President David Dell, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

10 AUG - 8 PM 2:05
SECRETARY OF STATE
STATE OF NEVADA

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, **XLERATION, 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 October 23, 1998, 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 May 9, 2000.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk