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(404) 264-2644
TELECOPIER (404) 264-2552

THE GEORGIA REGISTER
OF FOREIGN CORPORATIONS AND INDIVIDUALS
ATLANTA FINANCIAL CENTER
SUITE 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1010

MIDTOWN OFFICE
SUITE 2700, PROMENADE II
1830 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-2882
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ESTABLISHED 1893

February 9, 1996

VIA FEDERAL EXPRESS

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Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Qualification of H2EYE INC. to Transact Business in the State of Florida

Dear Sir or Madam:

In order to qualify H2EYE INC. to do business in the State of Florida, enclosed please find the following:

1. Check in the amount of \$70.00 for filing fees;
2. Application for Foreign Corporation for Authorization to Transact Business in Florida; and
3. Certificate of Existence issued by the Delaware Secretary of State

Please send a letter of acknowledgment to me at the address shown above

Thank you for your assistance in this matter. If you have any questions, please call me at 404/264-2644.

Very truly yours,

Amme K. Whitfield
Amme K. Whitfield
Legal Assistant

FILED
56 FEB 12 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ss
Enclosures

cc: William L. Meyer, Esq.

45102

**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. H2EYE 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
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. August 24, 1995
(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. 3343 Peachtree Road, NE, Suite 1800
Atlanta, Georgia 30326-1010
(Current mailing address)

8. To engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT 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.

John J. Masters
(Registered agent's signature) *John J. Masters*
Asst. Secy.

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Glenn S. Barnett

Address: MacNamara Road, Road Town, Tortola,
British Virgin Islands

Director: Noel Barton

Address: Havers, Tortola,
British Virgin Islands

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

President: Glenn S. Barnett

Address: MacNamara Road, Road Town, Tortola,
British Virgin Islands

Vice President: _____

Address: _____


Secretary: Glenn S. Barnett

Address: MacNamara Road, Road Town, Tortola
British Virgin Islands

Treasurer: Carol Raworth

Address: "Jana Marie," MacNamara Road, Road Town, Tortola, British Virgin Islands

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

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TALLAHASSEE FLORIDA

EXHIBIT "A"

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

Director: Carol Raworth
Address: "Jana Marie," MacNamara Road, Road Town,
Tortola, British Virgin Islands

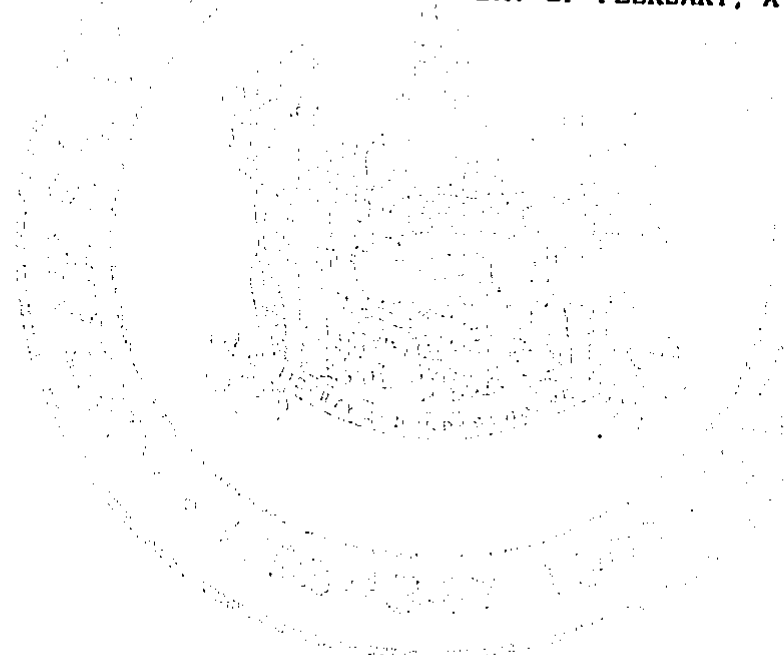
Director: Keith B. Corbin
Address: Clos due Fauconnaires, Rue des Fauconnaires
St. Andrews, Guernsey, Channel Islands

Director: Neal M. Duquemin
Address: Le Bordage, La Bellieuse,
St. Martins, Guernsey, Channel Islands

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "HZEYE 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 EIGHTH DAY OF FEBRUARY, A.D. 1996.



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96 FEB 12 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7820572

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