

Document Number Only
F98000001728

C T Corporation System

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

300002469293--8
 -03/26/98-01062-010
 *****70.00 *****70.00

Barrios Technology, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

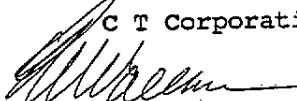
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BARRIOS TECHNOLOGY, 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. Texas
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. June 17, 1993
(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 817.156, F.S.))
7. 2525 Bay Area Blvd., Ste. 300, Houston, TX 77058 77058
(Current mailing address)
8. Computer Information Technology Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

E.A. Wallace, Asst Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Sandra G. Johnson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sandra G. Johnson, President
(Typed or printed name and capacity of person signing application)

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**BARRIOS TECHNOLOGY, INC.
OFFICERS AND DIRECTOR
March 23, 1998**

SANDRA G. JOHNSON

PRESIDENT AND DIRECTOR

2525 Bay Area Boulevard, Suite 300
Houston, Texas 77058-1556

Social Security Number: 438-68-1941

SANDRA M. PLASH

SECRETARY

2525 Bay Area Boulevard, Suite 300
Houston, Texas 77058-1556

Social Security Number: 462-80-5618

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

BARRIOS TECHNOLOGY, INC.
File No. 1274173-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 24, 1998.*

Alberto R. Gonzales
Secretary of State

DAE