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DEGROUCHY, SIFER & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

892 SECOND STREET PIKE
RICHBORO, PENNA 18954-3991
TELEPHONE (215) 322-4055
FAX (215) 322-0205

April 24, 1998

Cal-Chip Electronics, Inc.
c/o Chris Dankowitz
9500 Satellite Blvd. Suite 170
Orlando, FL 32837

400002510204--3
-05/04/98--01121--001
*****70.00 *****70.00

Dear Chris:

Enclosed please find Cal-Chip Electronics, Inc. application to do business in Florida. Please sign the form at item #10., registered agent's acceptance. This is a requirement of Florida in the event that they would need to deliver something personally to Cal-Chip Electronics, Inc.

Once the form has been signed, please forward in the envelope supplied.

Please feel free to call me with any questions regarding this matter.

Very truly yours,

WJS

William J. Sifer, CPA
Partner

w98-10012
p. 603
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 MAY 26 PM 1:26
LR5/26

WJS/ts
Enclosure

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-05/26/98--01067--010
***1150.00 ***1150.00

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CAL CHIP ELECTRONICS, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEROME GIULIANO

(Name of Person)

CAL CHIP ELECTRONICS, INC.

(Firm/Company)

15 VINCENT CIRCLE

(Address)

IVYLAND PA 18947

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

RICHARD TOOLE, CONTROLLER

(Name of Person)

at (215) 672-5500

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

DEGROUCHY, SIFER & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

892 SECOND STREET PIKE
RICHBORO, PENNA 18954-3951
TELEPHONE (215) 322-4055
FAX (215) 322-0205

April 24, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Cal-Chip Electronics, Inc.

Dear Sir or Madam:

Enclosed please find a completed Application for Authorization to Transact Business in Florida. Also enclosed is a certificate of good standing issued by Pennsylvania and a check for \$70.00 for the registration fee.

Please let me know if you have any questions regarding this application.

Very truly yours,



William J. Sifer, CPA
Partner

WJS/ts
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

JEROME GIULIANO
CAL CHIP ELECTRONICS, INC.
15 VINCENT CIRCLE
IVYLAND, PA 18947

SUBJECT: CAL CHIP ELECTRONICS, INC.
Ref. Number: W98000010012

We have received your document for CAL CHIP ELECTRONICS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00024535

**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. CAL CHIP ELECTRONICS, 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. PENNSYLVANIA

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

3. 23-2635864

(FEI number, if applicable)

4. FEB 14, 1991

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist "perpetual")

6. JAN. 1, 1997

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 15 VINCENT CIRCLE

IVYLAND PA 18974

(Current mailing address)

8. WHOLESALE-ELECTRONIC PARTS

(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CHRISTOPHER DANKOWITZ

Office Address: 9500 SATELLITE BLVD STE 170

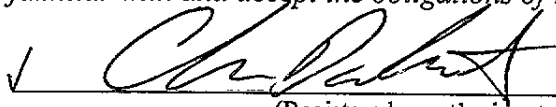
ORLANDO

, Florida, 32837

(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.



(Registered agent's signature)

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.

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98 MAY 26 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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98 MAY 26 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: JEROME GIULIANO

Address: 2774 SUGAN RD

SOLEBURY PA 18963

Vice President: _____

Address: _____

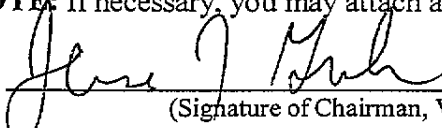
Secretary: _____

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. JEROME GIULIANO, PRESIDENT
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

APRIL 20, 1998

FILED
98 MAY 26 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

CAL-CHIP ELECTRONICS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

SSCH