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FOREIGN PROFIT QUALIFICATION
TOTAL DELIVERY SERVICES, INC.

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**HODGSON RUSS
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GOODYEAR^{LLP}**
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From: Hazel A. Gianatiempo **Ext:** 3020
Total Pages: 5 (including cover page) **Today's Date:** May 3, 2000

Comments: Attached is the filing of the Application By Foreign Corporation to Transact Business in Florida for **TOTAL DELIVERY SERVICES, INC.** Please file accordingly and advise if there are any problems. Thank you for your assistance.

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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. TOTAL DELIVERY SERVICES, 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 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 19, 2000 5. Perpetual
(Date of incorporation) (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. 160 W. Camino Real - #235
Boca Raton, FL 33432
(Current mailing address)

8. Special delivery services
(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: HRAWG Corp.
Office Address: 2000 Glades Rd., Suite 400
Boca Raton, Florida, 33431-8599
(Zip code)

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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: [Signature]
(Registered agent's signature)
Anthony L. Dutton, 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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Director: Jamie Cramer

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

Director: John P. Marangos

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

Director: Kaz Chary

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

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

President: Kaz Chary

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

Vice President: Carl Kuzontkoski

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

G.E.O. Secretary: John P. Marangos

Address: 160 W. Camino Real - #235

Boca Raton, FL 33432

Treasurer: _____

Address: _____

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

13. John P. Marangos
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

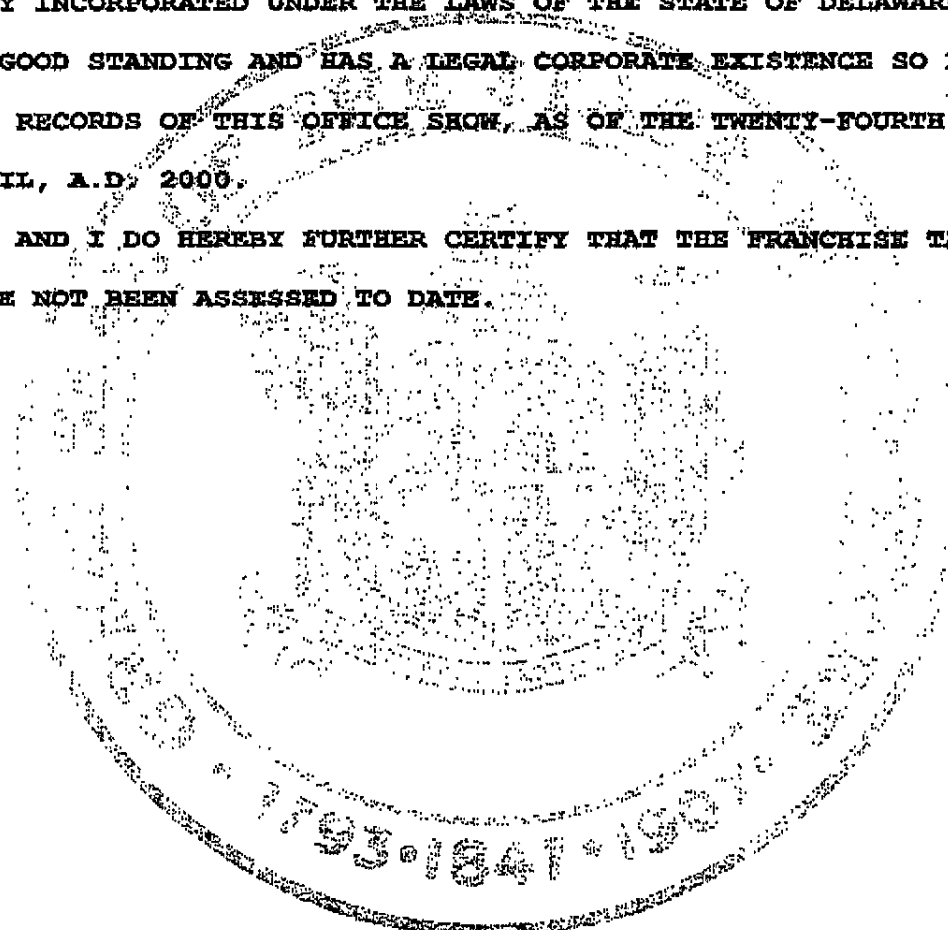
14. John P. Marangos, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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 "TOTAL DELIVERY SERVICES, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0396847
DATE: 04-24-00