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COZEN AND O'CONNOR
A PROFESSIONAL CORPORATION

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July 11, 2000

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
409 East Gaines Street
Tallahassee, FL 32399

Re: How2Connect, Inc.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Delaware Certificate of Good Standing and a Transmittal letter with instructions on where to forward the filed document for the above-referenced entity.

Please file the application immediately and forward a certified copy of the filed application to my attention, as soon as possible, via overnight delivery. I have enclosed our check in the amount of \$78.75 to cover your filing fees. For your convenience I have provided a return Federal Express Airbill and envelope.

If you have any questions or require additional information regarding this filing please do not hesitate to contact me at 215-665-2670. Thank you for your assistance.

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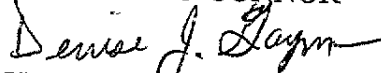
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July 11, 2000

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Very truly yours,

COZEN AND O'CONNOR



BY: DENISE J. GAYMAN

Paralegal

/djg

Enclosures

cc: Shahram M. Siddiqui, Esquire (w/enclosures)

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. How2Connect, 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. July 6, 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. 10185 Collins Avenue, Bal Harbour, Florida 33154

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware

8. (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: Tina Brodersen

Office Address: 10185 Collins Avenue

Bal Harbour, Florida, 33154
(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.

Tina Brodersen

By: 

(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.

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

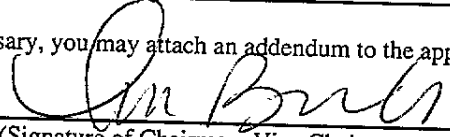
Secretary: _____

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. Tina Brodersen, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

HOW2CONNECT, INC.

OFFICERS AND DIRECTORS RIDER

OFFICERS:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>TITLE</u>
Michael C. Hisey	10185 Collins Avenue, Bal Harbour, FL 33154	President
Adam Greenberg	10185 Collins Avenue, Bal Harbour, FL 33154	Vice President
Tina Broderon	10185 Collins Avenue, Bal Harbour, FL 33154	Secretary & Treasurer

DIRECTORS:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>TITLE</u>
Michael C. Hisey	10185 Collins Avenue, Bal Harbour, FL 33154	Director
Adam Greenberg	10185 Collins Avenue, Bal Harbour, FL 33154	Director
Tina Broderon	10185 Collins Avenue, Bal Harbour, FL 33154	Director

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOW2CONNECT, 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 TENTH DAY OF JULY, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0547723

DATE:

07-10-00