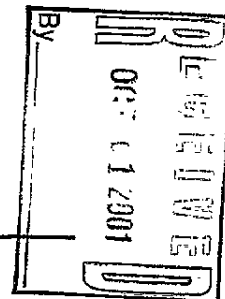


FO1000005846

TRANSMITTAL LETTER



TO: Registration Section
Division of Corporations

SUBJECT: Medxcite Holdings, Inc., a Delaware Corporation
(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:

Solomon Zoberman
(Name of Person)
Buckingham, Doolittle & Burroughs, LLP
(Firm/Company)
2500 N. Military Trail, Suite 480
(Address)
Boca Raton, FL 33431
(City/State and Zip code)

For further information concerning this matter, please call:

Solomon Zoberman at (561) 241-0414
(Name of Person) (Area Code & Daytime Telephone Number)

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-11/07/01--01053--005
*****78.75 *****78.75

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

01 NOV - 7 PM 8:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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11/9

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. Medxcite Holdings, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 22, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2550 N.W. 4th Court, Ft. Lauderdale, FL 33311
(Principal office address)

Same
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation law in the State of Delaware.
(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** accepted)
- Name: BDB Agent Co., an Ohio corporation
- Office Address: 2500 N. Military Trail, Suite 480
Boca Raton, Florida 33431
(City) (Zip code)

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01 NOV -7 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

BDB AGENT CO., AN OHIO CORPORATION

[Signature]
Assistant Secretary (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas Godart

Address: 330 Isle of Capri, Ft. Lauderdale, FL 33301

Director: Rudy Noriega Morel

Address: 9262 Southern Orchard Rd., David, FL 33328

Director: Jorge L. De Cespedes

Address: 3075 NW 107th Avenue, Miami, FL 33172

Director: Robert Gray

Address: 4731 Pine Tree Drive, Miami Beach, FL 33140

Director: Joe Vittoria

Address: 1616 South Ocean Boulevard, Palm Beach, FL 33480

B. OFFICERS

President: Craig Gemmill

Address: 8621 Chase Drive, Chagrin Falls, OH 44023

Vice President: Rudy Noriega Morel

Address: 9262 Southern Orchard Road, David, FL 33328

Secretary: Rudy Noriega Morel

Address: 9262 Southern Orchard Road, David, FL 33328

Treasurer: Thomas Godart

Address: 330 Isle of Capri, Ft. Lauderdale, FL 33301

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01 NOV -7 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Rudy Noriega Morel, Vice President; Secretary; Director
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDXCITE HOLDINGS, 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 THIRTIETH DAY OF OCTOBER, A.D. 2001.

FILED
01 NOV -7 PM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1418392

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DATE: 10-30-01