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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001555858
-08/09/95--01030--009
***1470.00 ***1470.00

SUBJECT: JMSC HOLDINGS 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:

Robert S. Green
(Name of Person)

Centrecorp Management Services Limited
(Firm/Company)

2851 John Street, Suite One
(Address)

Markham, Ontario L3R 5R7
(City, State and Zip Code)

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

Laura Barrett at (905) 477 - 9200
(Name of Person) /rea 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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

9/8/9
95 AUG -9 PM 1:52
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFIELD & DEL RUSSO

PROFESSIONAL ASSOCIATION

COUNSELORS AT LAW

SUITE 1000

1400 CENTREPAK BOULEVARD

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (407) 478-4700

FAX NO. (407) 478-8811

JAYNE REGISTER BARKDULL

WRITER'S DIRECT DIAL NO:

(407) 478-4788

H. IRWIN LEVY
OF COUNSEL

August 7, 1995

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

VIA FEDERAL EXPRESS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RE: JMSC Holdings Inc.
Our File No.: 5025.001/1339

Dear Sir or Madam:

Enclosed herewith please find your form Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida with respect to the above referenced Corporation, as well as an original Certificate of Status issued by the Controller of Records for Ontario, Canada. I have also enclosed herewith this firm's trust account check in the amount of \$1,470.00 representing the following charges:

Filing Fee	\$ 70.00
Penalties	1,400.00

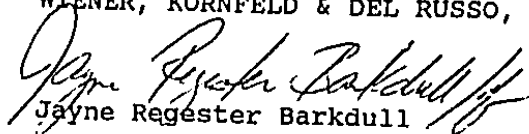
Please stamp in the copy of the above forms and return to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFIELD & DEL RUSSO, P.A.

SIGNED IN MRS. BARKDULL'S ABSENCE
TO EXPEDITE DELIVERY TO YOU.


Jayne Register Barkdull

enc:

cc: Ms. Laura Barrett (w/enclosures)

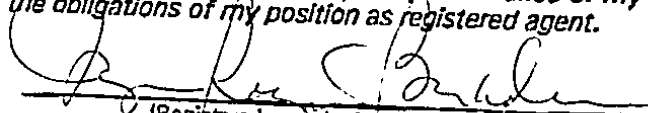
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. JMSC 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. CANADA 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 18, 1976 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1993
(Date first transacted business in Florida. (See sections 607.1001, 607.1502, and 617.155, F.S.)
7. 2851 John Street, Suite One
Markham, Ontario L3R 5R7
(Current mailing address)
8. All lawful business purposes
(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: Levy, Kneen, Marlani, Curtin
Office Address: 1400 Centrepark Blvd, Suite 1000
West Palm Beach, Florida; 33401
(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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DIVISION OF CORPORATIONS
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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)

Director: JOHN W.S. PRESTON
Address: 12520 Seminole Beach Road
North Palm Beach, Florida 33408

Director: Robert S. Green
Address: 114 Bedford Road
Toronto, Ontario M5R 2K2

Director: Sheldon Suggen
Address: 20 Harding Blvd. Apt. 1109
Richmond Hill, Ontario L4C 9S4

Director: _____
Address: _____

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

President: John W.S. Preston
Address: 12520 Seminole Beach Road
North Palm Beach, Florida 33408

Vice President: Monika Preston
Address: 12520 Seminole Beach Road
North Palm Beach, Florida 33408

Secretary: Robert S. Green
Address: 114 Bedford Road
Toronto, Ontario M5R 2K2

Treasurer: Monika Preston
Address: 12520 Seminole Beach Road
North Palm Beach, Florida 33408

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. Robert S. Green - Director, Secretary
(Typed or printed name and capacity of person signing application)

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
Suite 200
393 University Ave
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Direction des affaires commerciales
Direction des compagnies
Bureau 200
393 ave University
Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

JMSC HOLDINGS INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000345135

Is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

OCTOBER 18 OCTOBRE, 1976

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

JULY 07 JUILLET, 1995

Assistant

Controller of Records
Contrôleur des dossiers

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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