

# F97000005632

CAPITOL SERVICES d/b/a  
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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 -10/27/97--01042--001  
 \*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. HGG Acquisition Corp. (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
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  Photocopy    
  Certificate of Status

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NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/> Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials \_\_\_\_\_

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. HGG Acquisition Corp. (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 (State or country under the law of which it is incorporated) 3. 13-5580679 (FEI number, if applicable)

4. 9/10/97 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 10/1/97 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2955 East Market Street York, PA 17402 (Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in the State of Delaware. (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: United Corporate Services, Inc.

Office Address: 801 Northeast 167th Street, Suite 300

North Miami Beach

Florida, 33162

(Zip Code)

486 314

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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.

(Registered agent's signature)

Kaya Barr, 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:

A. DIRECTORS

Chairman: Meshulam Riklis  
Address: 9560 Wilshire Blvd.  
Beverly Hills, CA 90212

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Paul Yanowicz  
Address: 192 Lexington Avenue  
New York, NY 10106

Director: Arnold Broser  
Address: 5371 Fisher Island Drive  
Fisher Island, FL 33109

B. OFFICERS

President: Ted Watkins  
Address: 2955 East Market Street  
York, PA 17402

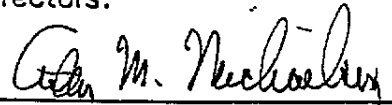
Vice President: Paul Weiner  
Address: 2955 East Market Street  
York, PA 17402

Secretary: Arthur M. Michaelson  
Address: c/o Hofheimer Gartlir & Gross, LLP  
633 Third Avenue  
New York, NY 10017

Treasurer: Paul Weiner  
Address: 2955 East Market Street  
York, PA 17402

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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. Arthur M. Michaelson, Secretary  
(Typed or printed name and capacity of person signing application)

Meshulam Riklis  
Chief Executive Officer  
9560 Wilshire Blvd.  
Beverly Hills, CA 90212

Robert J. Kane  
Asst. Secretary & Asst. Treasurer  
c/o Worldwide Communications  
1700 Broadway, 14th Floor  
New York, NY 10019

Louis Sherman, Assistant Secretary  
c/o Hofheimer Gartlir & Gross, LLP  
633 Third Avenue  
New York, New York 10017

John M. Gaunt  
Asst. Secretary  
2955 East Market Street  
York, PA 17402

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HGG ACQUISITION CORP." 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 SIXTEENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HGG ACQUISITION CORP." WAS INCORPORATED ON THE NINTH DAY OF SEPTEMBER, A.D. 1997.

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

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8705390

DATE: 10-16-97