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CT CORPORATION SYSTEM

Requestor's Name

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Address

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City

State

Zip

Phone

CORPORATION(S) NAME

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39 Acre Corp

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CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BOULEVARD
TAMPA, FLORIDA 33602-5799

MAILING ADDRESS:
P.O. BOX 3239, TAMPA, FL 33601-3239
TEL (813) 223-7000 FAX (813) 229-4133

December 9, 1997

Ms. Karon Beyer
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: 39 Acre Corp., a Delaware Corporation
Our File No. 37456/88189

Dear Karon:

As a follow-up to our telephone conversation last week, enclosed are documents requesting authorization to transact business in Florida in the name of 39 Acre Corp., a Delaware corporation. To summarize the information we discussed last week, two separate corporate entities, 39 Acre Corp., a *New York* corporation and 39 Acre Corp., a *Delaware* corporation, were in existence until the New York corporation merged into the Delaware corporation, effective June 30, 1997. The Delaware corporation is the surviving entity. The old New York entity previously had registered and was authorized to transact business in Florida. However, that registration was revoked in September of this year for failure of the entity to file its 1997 annual report. At this time, we would like to qualify the surviving entity, the *Delaware* corporation, to transact business in Florida, and enclose the necessary paperwork to accomplish that. The only outstanding issue is the right to use the name "39 Acre Corp." in Florida. In that regard, we have enclosed a copy of the Articles of Merger showing that the New York corporation was indeed merged into the Delaware corporation, and you have agreed that this is adequate information for your department to release the name "39 Acre Corp." for use by the surviving Delaware corporation in Florida. ←

Karon, as always, we appreciate all of your help in this matter. Once you receive these documents, if you have any questions at all, please do not hesitate to call me at (813) 223-7000. In my absence, please speak with either Susan Peterson (813-229-4160) or Charlene Carpenter (813-229-4249), two legal assistants in our office who are familiar with this file.

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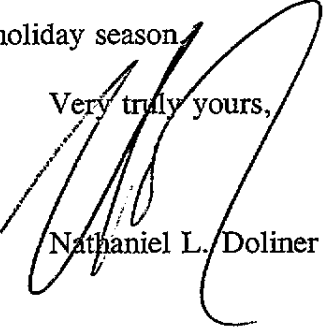
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG

Ms. Karon Beyer
December 9, 1997
Page 2

Best wishes to you for a happy holiday season.

Very truly yours,



Nathaniel L. Doliner

NLD:cc:kmm

Enclosures

cc: Susan Peterson, Legal Assistant (w/o encls)
Charlene Carpenter, Legal Assistant (w/o encls)

**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. 39 Acre 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. 13-3968865
(FEI number, if applicable)
4. August 21, 1996
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. c/o TDA Industries, Inc., 122 East 42nd Street, Suite 1116, New York,
New York 10168
(Current mailing address)
8. Own and hold real property.
(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:

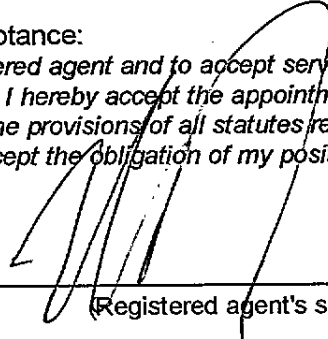
Name: Nathaniel Doliner, Esq.
Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.
Office Address: One Harbour Place
777 S. Harbour Island Boulevard
Tampa, FL, Florida, 33602-5799
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

Nathaniel Doliner, Esquire

(Type Name and Title of Officer)

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: Douglas P. Fields
Address: c/o TDA Industries, Inc., 122 East 42nd
Street, Suite 1116
New York, New York 10168

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

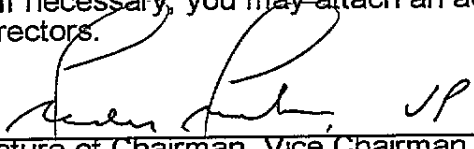
Address: _____

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. Frederick M. Friedman, Vice President

(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
39 Acre Corp.**

1. Douglas P. Fields, President
c/o TDA Industries, Inc., 122 East 42nd Street, Suite 1116
New York, New York 10168
2. Frederick M. Friedman, Vice Pres/Sec/Treas.
c/o TDA Industries, Inc., 122 East 42nd Street, Suite 1116
New York, New York 10168
3. Lucille M. Manno, Asst Sec/Asst Treas
c/o TDA Industries, Inc., 122 East 42nd Street, Suite 1116
New York, New York 10168

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "39 ACRE 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 FIFTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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12-05-97