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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-02/24/98--01014--002
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SUBJECT: Barebo 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:

Lisa M. Bauer
(Name of Person)
Barebo Inc.
(Firm/Company)
3840 Main Road East
(Address)
Emmaus, PA 18049
(City/State/Zip)

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

Lisa M Bauer at (610) 965-6018 x240
(Name of Person) (Area 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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Barebo, 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. Pennsylvania (State or country under the law of which it is incorporated)
3. 23-2127597 (FEI number, if applicable)
4. January 14, 1980 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval (Date first transacted business in Florida: (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3840 Main Road East, Emmaus, PA 18049

(Current mailing address)

The corporation shall have unlimited power to engage in and do any lawful act concerning and or all lawful business for which corporations may be organized under the Business

8. Corporation Law (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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: William Morgan

Office Address: 1811 Southwest 22nd Street

Cape Coral, Florida, 33991 (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.

William Morgan (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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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: Charles A Barebo
3840 Main Road East Emmaus, Pa 18049

Address: _____

Vice Chairman: Theresa L. Barebo

Address: 3840 Main Road East Emmaus, PA 18049

Directors: Charles V. Barebo, Christopher V. Barebo, Carla V. Barebo-Ott

Address: 3840 Main Road East, Emmaus, PA 18049

Director: _____

Address: _____

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

President: Charles A. Barebo

Address: same

First Vice President: Theresa L. Barebo

Address: same

Second Vice President: Charles V. Barebo same address

Secretary: _____

Address: _____

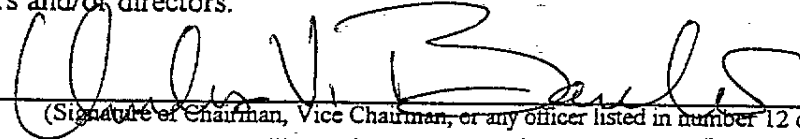
Third Vice President Christopher V. Barebo same address

Treasurer: _____

Address: _____

Fourth Vice President Carla V. Barebo-Ott same 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. Charles V. Barebo, Officer
(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 28, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

BAREBO, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein:

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

SSCH