

F980000001907

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Magnum OPUS Capital 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:

500002475545--1  
-04/01/98--01078--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Rico Giordano  
(Name of Person)

Magnum OPUS Capital Inc.  
(Firm/Company)

740 S. Federal Hwy #606  
(Address)

Pompano Beach, FL 33062  
(City/State/Zip)

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

Rico Giordano at ( 954 ) 781-2754  
(Name of Person) (Area Code & Daytime Telephone Number)

SECRET  
TALLAHASSEE, FLORIDA  
98 APR - 1 PM 4:12  
FILED

COURIER ADDRESS:

Qualification/Tax Lien Section  
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

FAL APR - 2 1998

**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. Magnum Opus Capital 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. 981009327  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/8/98 5. 1/99  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. no business as of yet  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 740 S. Federal Hwy # 606  
Pompano Beach, FL 33062  
(Current mailing address)

8. consulting to business (chpt 11, etc.)  
(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** acceptable)

Name: ENRICO GIORDANO  
Office Address: 740 S. Federal Hwy #606  
Pompano Beach, FL Florida, 33062  
(Zip code)

98 APR - 1 PM 4: 12  
FILED  
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.

Enrico Giordano  
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

FILED

98 APR -1 PM 4: 13

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman:

ll ll

Address:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman:

ll ll

Address:

Director:

ll ll

Address:

Director:

ll ll

Address:

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

President:

ENRICO GIORDANO

Address:

740 S. Federal Hwy #606  
Bompano Bch, FL 33062

Vice President:

Address:

Secretary:

ll ll

Address:

Treasurer:

ll ll

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

ENRICO GIORDANO

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

ENRICO GIORDANO

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

State of Delaware  
Office of the Secretary of State

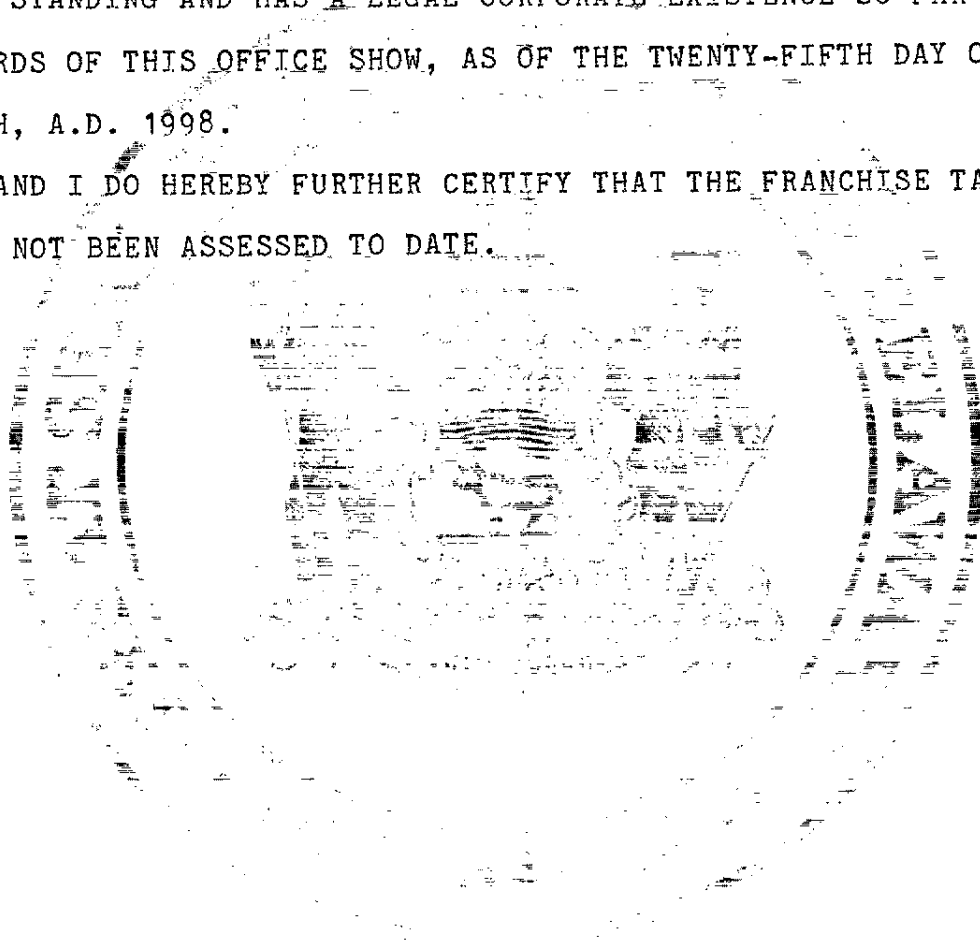
FILED

98 APR -1 PM 4:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGNUM OPUS CAPITAL 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2843452 8300

981114343

AUTHENTICATION: 8991898

DATE: 03-25-98