

F98000002363

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE GELD GROUP, 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:

EDWARD GRENWICZ
(Name of Person) 30000249999--8
-04/24/98 --01089--001
THE GELD GROUP, INC
(Firm/Company) *****70.00 *****70.00
8100 ROSWELL ROAD SUITE 101
(Address)
ATLANTA, GA. 30350
(City/State/Zip)

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

EDWARD GRENWICZ at (770) 390-3016
(Name of Person) (Area Code & Daytime Telephone Number)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 3:04
H 4/24

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. THE BELD GROUP 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. GEORGIA (State or country under the law of which it is incorporated) 3. 58-2036491 (FEI number, if applicable)

4. 01/20/1993 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 06/15/98 - ESTIMATE OPENING DATE OF FLORIDA LOCATION (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8100 ROSWELL ROAD SUITE 101 ATLANTA, GA. 30350 (Current mailing address)

8. RETAIL SALES - ART, ART ACCESSORIES, DECORATING ACCESSORIES (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: DAN L. BRENVICZ

Office Address: 4440 SANDPEPPER TRACE #303 STUART, FLA. 34996, Florida, (Zip code)

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 APR 24 PM 3:04

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.

[Signature] (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)

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

Chairman: EDWARD BRENVICZ

Address: 11 ASCOT MANOR
ATLANTA, GA. 30327

Vice Chairman: _____

Address: _____

Director: EDWARD BRENVICZ

Address: 11 ASCOT MANOR
ATLANTA, GA. 30327

Director: _____

Address: _____

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

President: EDWARD BRENVICZ

Address: 11 ASCOT MANOR
ATLANTA, GA. 30327

Vice President: _____

Address: _____

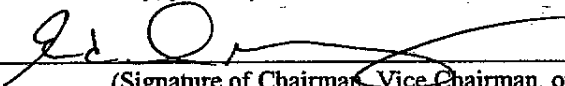
Secretary: L. BROWN BUDENS

Address: 5040 ROSWELL ROAD
ATLANTA, GA. 30342

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. EDWARD BRENVICZ CHAIRMAN
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980780735
CONTROL NUMBER : 9302454
DATE INC/AUTH/FILED: 01/20/1993
JURISDICTION : GEORGIA
PRINT DATE : 03/19/1998
FORM NUMBER : 211

BROWN BIVINS
5040 ROSWELL ROAD
STRE 250
ATLANTA GA 30342

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 3:04

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE GELD GROUP, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

