



THE UNITED STATES
CORPORATION
COMPANY

F98000003042

ACCOUNT NO. : 072100000032

REFERENCE : 833063 4302355

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 122.50

ORDER DATE : May 27, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 833063-005

CUSTOMER NO: 4302355

CUSTOMER: Mr. Ralph D. Mosley, Jr.
Tenzer Greenblatt, L.l.p.
15th Floor
405 Lexington Avenue
New York, NY 10174

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98 MAY 28 AM 10:56

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FOREIGN FILINGS

W98-12149

NAME: AMERISHOP INVESTMENT MAYFAIR,
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1998

CSC

SUBJECT: AMERISHOP INVESTMENT MAYFAIR, CORP.
Ref. Number: W98000012149

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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The entity's date of incorporation/organization must be listed in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00029914

RESUBMIT
Please give original
submission date as file date.

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98 MAY 29 AM 9:59
DIVISION OF CORPORATIONS

**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. AMERISHOP INVESTMENT MAYFAIR, 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. Applied For

(FEI number, if applicable)

4. 4/20/98

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or
"perpetual")

6. Upon date of qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o DRA Advisors, Inc.

1180 Avenue of the Americas, 18th Fl.
New York, NY 10036

(Current mailing address)

8. To act as general partner of a Delaware limited partnership

(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: Joseph B. Reisman, Esq.

Rosenberg Reisman & Stein LLP

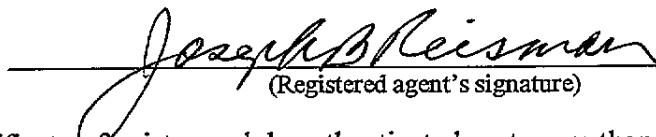
Office Address: One South East Third Avenue

Miami, Florida, 33131

(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.


(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: Francis X. Tansey

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

Vice Chairman: David Luski

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Francis X. Tansey

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

Vice President: David Luski

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

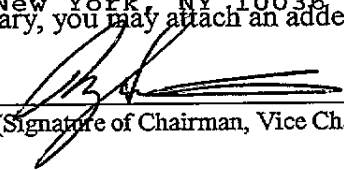
Secretary: David Luski

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

Treasurer: Paul McEvoy

Address: c/o DRA Advisors, Inc.
1180 Avenue of the Americas, 18th Floor
New York, NY 10036

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. Brian T. Summers, Vice President
(Typed or printed name and capacity of person signing application)

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AMERISHOP INVESTMENT MAYFAIR, CORP.

Application by Foreign Corporation for Authorization
to Transact Business in Florida

Addendum to Item 12.B. OFFICERS

Vice President: Brian T. Summers
Address: c/o DRA Advisors, Inc
1180 Avenue of the Americas
18th Floor
New York, NY 10036

Assistant Treasurer: Brian T. Summers
Address: c/o DRA Advisors, Inc
1180 Avenue of the Americas
18th Floor
New York, NY 10036

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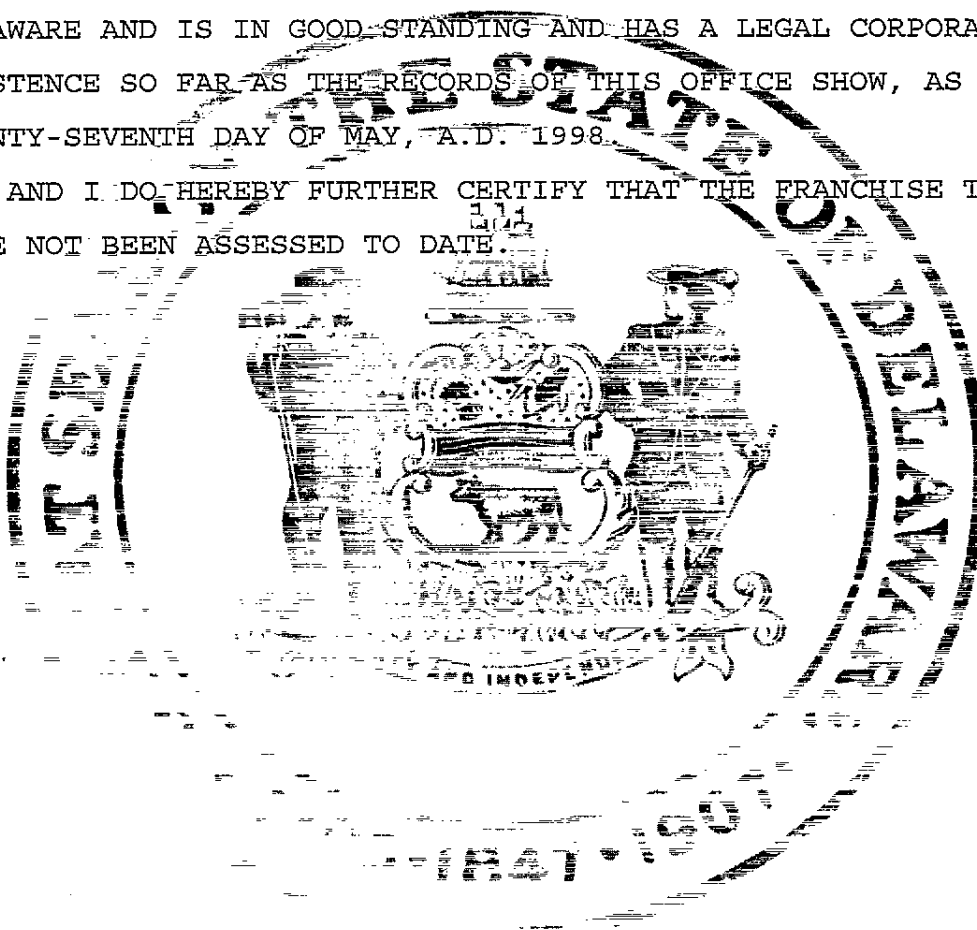
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERISHOP INVESTMENT MAYFAIR, 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 TWENTY-SEVENTH DAY OF MAY, A.D. 1998.

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



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SECRETARY OF STATE
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98 MAY 28 AM 10:56

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9103294
05-27-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: