

F98000005002
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002620890--0
-08/20/98--01053--002
*****70.00 *****70.00

SUBJECT: SaveMax, Inc.
(Name of corporation - must include suffix)

W98-19092

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:

Kenneth L. Salomone

(Name of Person)

Kenneth L. Salomone, P.A.

(Firm/Company)

1701 West Hillsboro Blvd., Suite 302

(Address)

Deerfield Beach, FL 33442

(City/State/Zip)

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

Kenneth L. Salomone
(Name of Person)

at (954) 571-9910
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1998

KENNETH L. SALOMONE
KENNETH L. SALOMONE, P.A.
1701 WEST HILLSBORO BLVD., STE. 302
DEERFIELD BEACH, FL 33442

SUBJECT: SAVEMAX, INC.
Ref. Number: W98000019092

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We have received your document for SAVEMAX, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 798A00043399

MINUTES OF
THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF SAVEMAX, INC.

The initial director of SAVEMAX, INC.(the "Company"), at the organizational meeting of the Board of Directors, held at the Company's office in Ft. Lauderdale, Broward County, Florida, at 4:00 p.m. on August 14, 1998, adopted the following resolutions:


I. NAME UNDER WHICH COMPANY WILL TRANSACT BUSINESS IN THE STATE OF FLORIDA

WHEREAS, the Director has determined that in order for SAVEMAX, INC., to receive authorization to transact business in the State of Florida it will have to do so under a name other than SAVEMAX, INC., as said name is already in use by a Florida Corporation.

IT IS RESOLVED, that SAVEMAX, INC., shall do business in the Sate of Florida under the name "1-800-SAVEMAX, INC."

These Minutes shall be added to the corporate records of this Corporation and made a part thereof.

DIRECTOR



Scott Lehman

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**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. SaveMax, 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. 52-2106181
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 11, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 11, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6300 N.E. 1st Avenue, 3rd Floor, Ft. Lauderdale, FL 33334
(Current mailing address)

8. Mail Order
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

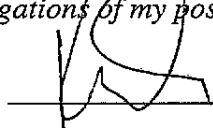
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Kenneth L. Salomone

Office Address: 6300 N.E. 1st Avenue, 3rd Floor
Ft. Lauderdale, Florida, 33334
(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: Scott Lehman
Address: 6300 N.E. 1st Avenue, 3rd Floor
Ft. Lauderdale, FL 33334

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Scott Lehman
Address: 6300 N.E. 1st Avenue, 3rd Floor
Ft. Lauderdale, FL 33334


Vice President: _____
Address: _____

Secretary: Nelson Futch
Address: 6300 N.E. 1st Avenue, 3rd Floor
Ft. Lauderdale, FL 33334

Treasurer: _____
Address: _____

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

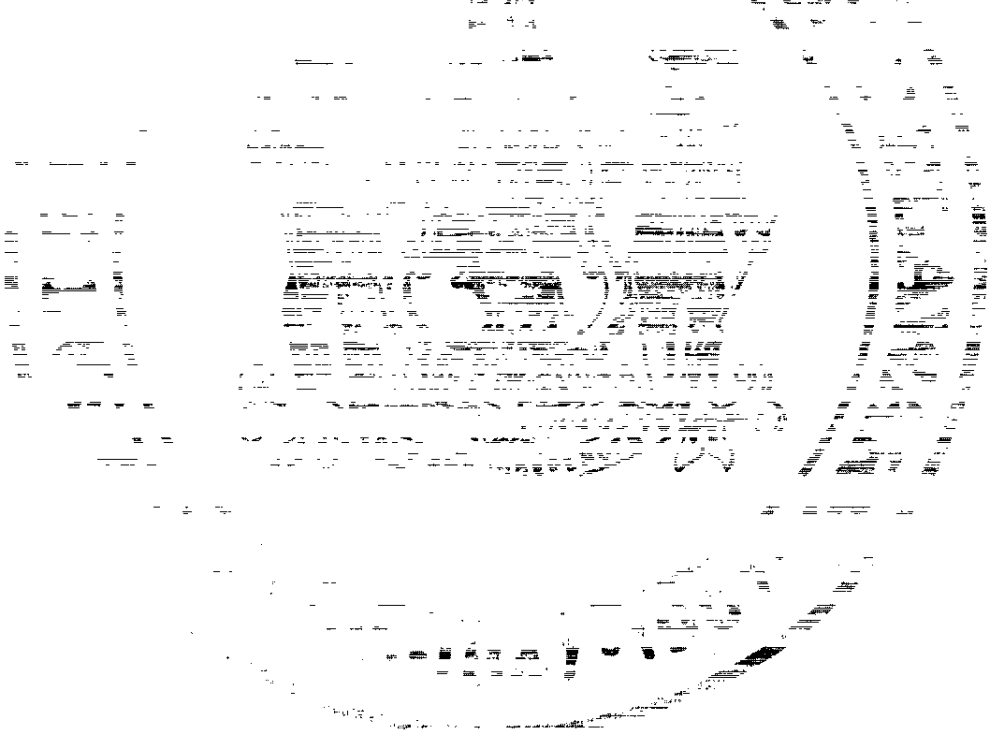
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott Lehman, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAVEMAX, 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 THIRD DAY OF SEPTEMBER, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2907197 8300

DATE: 9286836

981332617

09-03-98