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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: JDS INDUSTRIES, 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:

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-03/08/98--01100--001
*****70.00 *****70.00

Darwin Sletten
(Name of Person)

JDS Industries, Inc.
(Firm/Company)

2704 W. 3rd St.
(Address)

Sioux Falls, SD 57104
(City/State/Zip)

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

Darwin Sletten at (605) 339-4010
(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

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**CONSENT-IN-WRITING
IN LIEU OF
A SPECIAL MEETING
OF
THE BOARD OF DIRECTORS
OF
JDS INDUSTRIES, INC.
A SOUTH DAKOTA CORPORATION**

WHEREAS, the undersigned Directors, constituting all the Directors of JDS Industries, Inc., ("Corporation"), a South Dakota corporation, hereby consent, pursuant to SDCL §47-5-11 of the South Dakota Business Corporation Act, to the following resolution and declare it to be in full force and effect as if adopted at a regularly or specially held meeting of the Directors of the Corporation; and

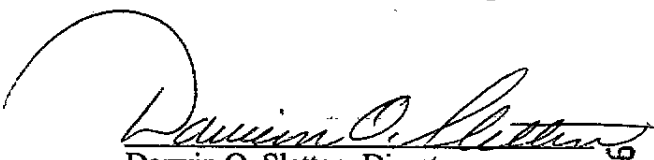
WHEREAS, the Directors have proposed that the Corporation apply as a foreign corporation for authorization to transact business in Florida and to adopt an alternate name of the Corporation; and

WHEREAS, the Directors deem it desirable and in the best interests of the Corporation to apply as a foreign corporation for authorization to transact business in Florida and to adopt an alternate name of the Corporation; and

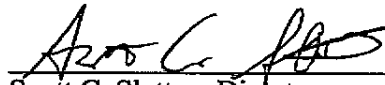
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopt the following alternate name of the Corporation in order to apply as a foreign corporation for authorization to transact business in Florida:

JDS INDUSTRIES, INC. OF SD

Dated at Sioux Falls, Minnehaha County, South Dakota, this 4th day of September, 1998.


Darwin O. Sletten, Director


Jane C. Sletten, Director


Scott C. Sletten, Director

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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. JDS Industries, 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. South Dakota 3. Federal ID # 46-0415545
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 21, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2704 W. 3rd St.
Sioux Falls, SD 57104
(Current mailing address)
8. Sale of Award parts to Award Retailers
(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: Scott Sletten
- Office Address: 4102 Bulls Bay Hwy #2A
Jacksonville, Florida, 32219
(Zip code)

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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.

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: Darwin Sletten

Address: 2410 Old Yankton RD.

Sioux Falls, SD 57108

Vice Chairman: Scott Sletten

Address: 501 E. 61st Street

Sioux Falls, SD 57108

Director: Jane Sletten

Address: 2410 Old Yankton RD

Sioux Falls, SD 57108

Director: _____

Address: _____

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

President: Darwin Sletten

Address: 2410 Old Yankton RD

Sioux Falls, SD 57108

Vice President: Scott Sletten

Address: 501 E. 61st Street

Sioux Falls, SD 57108

Secretary: Jane Sletten

Address: 2410 Old Yankton RD

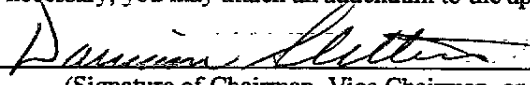
Sioux Falls, SD 57108

Treasurer: Jane Sletten

Address: 2410 Old Yankton RD

Sioux Falls, SD 57108

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. Darwin Sletten, President
(Typed or printed name and capacity of person signing application)

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS

I, Joyce Hazeltine, Secretary of State of the State of South Dakota, do hereby certify that JDS INDUSTRIES, INC. was duly incorporated under the laws of this state on February 21, 1991.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 28, 1998.

Joyce Hazeltine
JOYCE HAZELTINE
Secretary of State