

F96000003475

TO: Qualification/Tax Lien Section
Division of Corporations

300001887213
-07/09/96--01046--015
*****78.75 *****78.75

SUBJECT: ED. USA, 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:

ATHENE G. EZCURRA
(Name of Person)

ED. USA, INC.
(Firm/Company)

3831 TURTLE DOVE BOULEVARD
(Address)

PUNTA GORDA, FLORIDA 33950
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

ATHENE G. EZCURRA at (941) 575-2323
(Name of Person) (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

**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. EO. USA, 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. ILLINOIS
(State or country under the law of which it is incorporated)
3. 36-4064638
(FBI number, if applicable)
4. 6/14/96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 7/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. BOX 224
PUNTA GORDA, FLORIDA 33951
(Current mailing address)
8. TRANSACTION OF ANY + ALL LAWFUL BUSINESS
(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)**

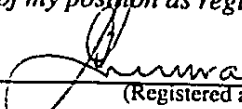
Name: ATHENE G. EZCURRA

Office Address: 3831 TURTLE DOVE BOULEVARD

PUNTA GORDA, , Florida , 33950
(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: ATHENE G. EZCURRA

Address: 3831 TURTLE DOVE BOULEVARD
PUNTA GORDA, FLORIDA 33950

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: GERARDO EZCURRA

Address: 3831 TURTLE DOVE BOULEVARD
PUNTA GORDA, FLORIDA 33950

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

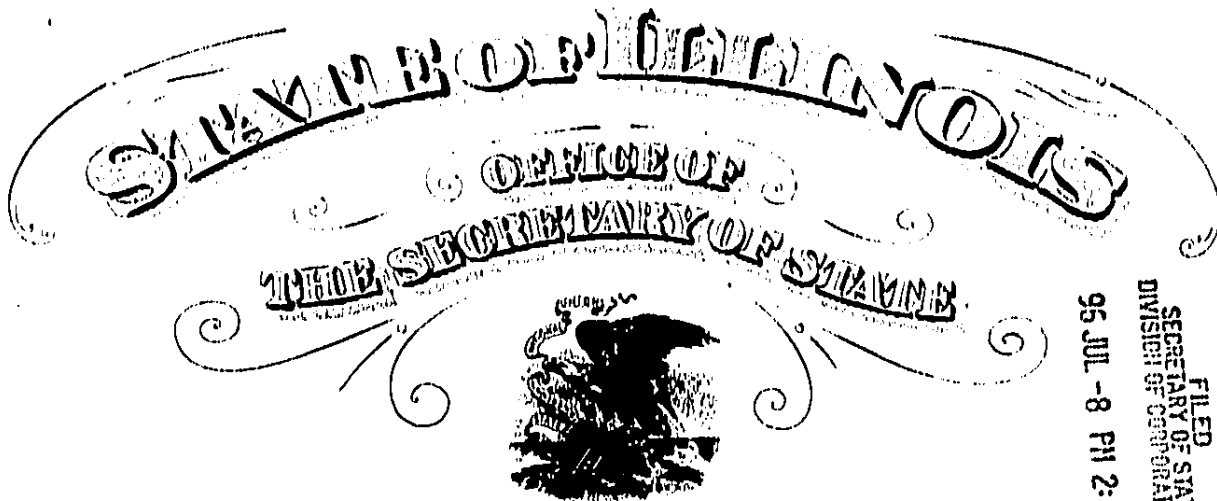
Address: _____

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. ATHENE G. EZCURRA
(Typed or printed name and capacity of person signing application)

File Number 5879-013-3



To all to whom these presents shall come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

ED. USA, INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 1, 1996, APPEARS
TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE
TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC
CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 14TH
day of JUNE A.D., 19 96

George H. Ryan
SECRETARY OF STATE