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DATE: JANUARY 19, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING
QUALIFICATION

3000003102633--6
-01/19/00--01058--007
*****78.75 *****78.75

CORPORATE NAME

NISSCO/SUNLINE, INC.

SPECIAL INSTRUCTIONS:

PLEASE RETURN ONE CERTIFIED COPY

COST: See check attached

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 19 AM 11:02 00 JAN 19 PM 3:01

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

h/k

1/19/00

**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.*

FILED
CLERK OF STATE
CORPORATIONS
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1. NISSCO/Sunline, 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. Nevada

(State or country under the law of which it is incorporated)

3. 88-0407990

(FEI number, if applicable)

4. September 29, 1999

(Date of incorporation)

5. Perpetual

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

6. January 6, 2000

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

7. 14848 Old U.S. 41 #13

Naples, Florida 34110

(Current mailing address)

8. To engage in any lawful activity.

(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: Thomas Haines

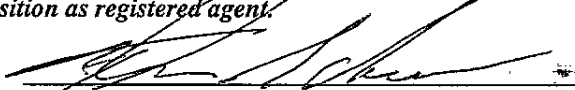
Office Address: 14848 Old U.S. 41 #13

Naples, , Florida, 34110

(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.

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: Richard Kandel

Address: 211 Park Avenue, New York, New York 11801

Vice Chairman: _____

Address: _____

Director: Randall Davis

Address: 1023 Morales

San Antonio, Texas 78207

Director: Richard Kandel

Address: 211 Park Avenue, New York, New York 11801

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

President: Thomas Haines

Address: 14848 Old U.S. 41 #13

Naples, Florida 34110

Vice President: _____

Address: _____

Secretary: Thomas Haines

Address: 14848 Old U.S. 41 #13


Naples, Florida 34110

Treasurer: Randall Davis

Address: 1023 Morales

San Antonio, Texas 78207

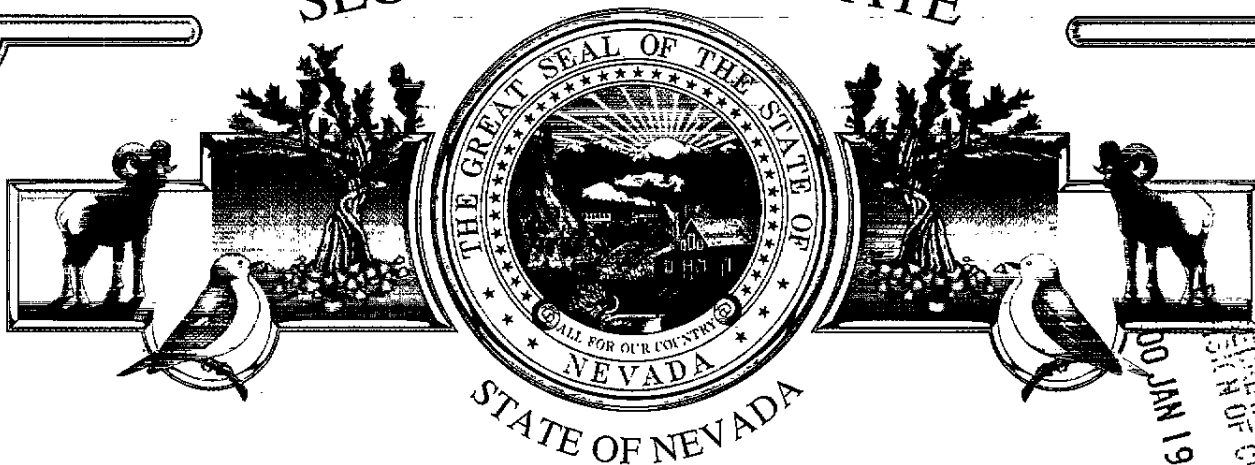
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
STATE
SECRETARY OF CORPORATIONS
NOV 19 1999 PM 3:01

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NISSCO/SUNLINE, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 29, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 19, 1999.

Dean Heller

Secretary of State

By

Om m

Certification Clerk

