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REFERENCE : 584354

4311837

AUTHORIZATION

COST LIMIT

ORDER DATE: February 10, 2000

ORDER TIME : 10:19 AM

ORDER NO. : 584354-005

CUSTOMER NO: 4311837

Ms. Cindy L. Collins CUSTOMER:

Hale And Dorr

1455 Pennsylvania Avenue, N.w.

10th Floor

Washington, DC 20004

FOREIGN FILINGS

NAME:

MONSTERMILLIONS, INC.

XXXX QUALIFICATION

700003132467--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

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TRANSMITTAL LETTER

	ration/Tax Lien Section n of Corporations						
SUBJECT:	MonsterMillions, 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: Thomas C. Birch (Name of Person) MonsterMillions, Inc.						
	Thomas C. Birch						
	(Name of Person)						
	MonsterMillions, Inc.						
	(Firm/Company)						
	11971 Glenmore Drive						
	(Address)						
	Coral Springs, Florida 33071						
	(City/State/Zip)						
Should you need to call someone concerning this matter, please call:							
Thomas C.	Birch at (954) 255-9024						
(Name	of Person) (Area Code & Daytime Telephone Number)						
STREET ADDRESS: MAILING ADDRESS:							
Qualification/Tax Division of Corp. 409 E. Gaines St. Tallahassee, FL	Division of Corporations P.O. Box 6327						
Enclosed is a check for the following amount:							
□ \$70.00 Filing	Fee \$\Bigcup \\$78.75 \text{ Filing Fee & }\Bigcup \\$78.75 \text{ Filing Fee & }\Bigcup \\$87.50 \text{ Filing Fee, }\Bigcup \Bigcup \Bi						

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•			% (5)	ين از ان			
APPLI	CATION BY FOREIGN CORPORA	TION	FOR AUTHORIZATION TO TRANSA	CT			
	BUSINESS IN FLORIDA						
IN COMPLIAN	ICE WITH SECTION 607 1502 FT ORTH		1	المحالي المحالي			
REGISTER A F	OREIGN CORPORATION TO TRANSACT	STATU RIJSIN	TES, THE FOLLOWING IS SUBMITTED TO	7 3			
	MILLIONS, INC.	0001111	— THE STATE OF FLORIDA.	00			
(Name of cor	poration; must include the word "INCORPORA"	red" "c	TOMPANIVE "CORPORATION"	<u>.</u>			
words or appre	eviations of like import in language as will clearly	v indicat	e that it is a corporation instead of a				
natural person	or partnership if not so contained in the name at p	oresent.)					
2 Delaware	a		"E2 2212601				
	ry under the law of which it is incorporated)	3	52-2212601	a , ''ô			
	10 0000		(FEI number, if applicable)				
4. <u>January</u>			perpetual	_ @			
	. ,	uration:	Year corp. will cease to exist or "perpetual")	_ o			
6. NO DUS	st transacted to date; the co	mpany	was incorporated January 13, 2000				
Monetown	st transacted business in Florida.) (SEE SECTI	ONS 60	7.1501, 607.1502 and 817.155, F.S.)	_			
7. <u>Honstern</u>	illions, inc., c/o inomas Birch	, 119/	1 Glenmore Drive, Coral Springs, F				
				33071			
	(Current mailing add	ress)		_			
. Intownat	-based commerce		-				
			there				
	e(s) of corporation authorized in home state or o			_			
9. Name and st	reet address of Florida registered agent:	(P.O.	Box or Mail Drop Box NOT acceptable)				
Name:	Corporation Service Company		<u> </u>				
rvame.							
Office Address:	1201 Hays Street						
	Tallahassee		17 (1882)				
		· · · · · ·	Florida, 32301				
			(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 accept service of process for the above stated corporation at the place designated in							
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.							
Corporation Service Company							

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.

(Registered agent's signature)

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIREC	TORS (Street address only - P.O. Box NOT acceptable)		
Chairman:	See attached officers/directors rider	Thomas C. B	irch 8
Address: _	11971 Glenmore Drive		G STE
_	Coral Springs, Florida 33071		1 2
Vice Chairr	man:		1. 1/2
Address: _			
_	Michael I Daysnay		<u> </u>
Director: _	Michael J. Bergner		
Address: _	4400 North Federal Highway, Suite 210		
-	Boca Raton, Florida 33431		
Director:	Joseph L. Mathias, IV		
Address: _	4255 Harris Trail, N.W.		08 %
B. OFFIC	Atlanta, Georgia 30327 CERS (Street address only - P.O. Box NOT acceptable)	le)	
President:	See attached officers/directors rider	Thomas C. Bi	rch
Address: _	(same address as above)		
Vice Presid	lent:		
			,
Address: _			· · · · · · · · · · · · · · · · · · ·
Secretary:	Michael J. Bergner		
Address: _	(same address as above)		· · · · · · · · · · · · · · · · · · ·
Treasurer:	Michael J. Bergner	-	
Address: _	(same address as above)		
NOTE: I	f necessary, you may attach an addendum to the application l	isting additional officers	and/or directors.
13.	(Signature of Chairman, Vice Chairman, or any office	er listed in number 12 of	he application)
14.	Thomas C. Birch, Chairman and Presiden		are application;
T-4.	(Typed or printed name and capacit	y of person signing appli	cation)

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 "MONSTERMILLIONS, 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 TENTH DAY OF FEBRUARY, A.D. 2000.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

0251240

001068459

DATE:

02-10-00