

F00000001340



ACCOUNT NO. : 072100000032

REFERENCE : 621778 5051651

AUTHORIZATION : -

COST LIMIT : \$ 78.75

Lucia Pizit

ORDER DATE : March 13, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 621778-005

CUSTOMER NO: 5051651

400003166794--8

CUSTOMER: Mr. Anthony Varrone
Greenberg Traurig, P.a.
111 North Orange Avenue
Suite 2050
Orlando, FL 32801

FOREIGN FILINGS

(Handwritten mark)

NAME: MIDIAN INTERNATIONAL (USA)
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*NYC
2/13/00*

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAR 13 PM 1:29
 RECEIVED
 00 MAR 13 AM 11:23
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 13 PM 1:23

1. MIDIAN INTERNATIONAL (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. DELAWARE

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

3. Applied for

(FEI number, if applicable)

4. 7/22/99

(Date of incorporation)

5. Perpetual

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

6. The Corporation will begin conducting business in April 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1470 KASTNER PLACE, SUITE 108, SANFORD, FL 32771

(Current mailing address)

8. Engage in any lawful business of the state

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, 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 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.

Corporation Service Company

By: [Signature] *as its agent*

BRIAN COURTNEY, ASST. V.P.
(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: Mr. Timothy Stewart

Address: 1470 Kastner Place, Suite 108, Sanford, FL 32771

Vice Chairman: _____

Address: _____

Director: Mr. Timothy Stewart

Address: 1470 Kastner Place, Suite 108, Sanford, FL 32771

Director: _____

Address: _____

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

President: TIMOTHY STEWART

Address: 1470 Kastner Place, Suite 108, Sanford, FL 32771

Vice President: _____

Address: _____

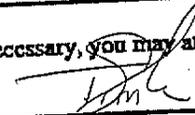
Secretary: _____

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. TIMOTHY STEWART, CHAIRMAN/PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 1:23

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDIAN INTERNATIONAL (USA) 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 SIXTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 13 PM 1:23



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0297838

DATE: 03-06-00