



THE UNITED STATES
CORPORATION
COMPANY

F00000002281

ACCOUNT NO. : 072100000032

REFERENCE : 672263 4301772

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 21, 2000

ORDER TIME : 12:18 PM

ORDER NO. : 672263-005

300003223413--7

CUSTOMER NO: 4301772

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Avenue
12th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: VALESCO, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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DIVISION OF CORPORATIONS
00 APR 25 PM 3:15

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304
00 APR 25 PM 1:42

4/25

**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.*

VALESCO, INC.

1. _____
(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 3. 52-2233315
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 14, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 19093 S.E. Fernwood Drive
Tequesta, FL 33496 - 1627
(Current mailing address)
Sales agent for Italian Manufacturers of consumer products.

8. _____
(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: Vicki Schreiber Assr. 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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William Valentine

Address: 19093 S.E. Fernwood Drive

Tequesta, FL 33496 - 1627

Vice Chairman: None

Address: _____

Director: None

Address: _____

Director: None

Address: _____

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

President: William Valentine

Address: 19093 S.E. Fernwood Drive

Tequesta, FL 33496 - 1627

Vice President: None

Address: _____

Secretary: Mario Gazzola

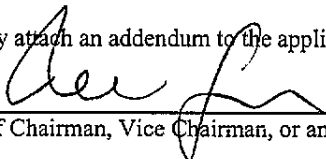
Address: c/o Pavia & Harcourt, 600 Madison Avenue, 12th Floor

New York, NY 10022

Treasurer: None

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. Mario Gazzola, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALESCO, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VALESCO, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.




Edward J. Freel, Secretary of State

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001205324

AUTHENTICATION:

DATE:

0395825

04-24-00