

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : 120000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

e-Fulfillment Corp.

Certificate of Status	0
Certified Copy	1
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**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. c-Fulfillment Corp.
(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. _____
(FBI number, if applicable)
4. April 11, 2000
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. May 31, 2000
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1301 Riverplace Blvd., Suite 1200
Jacksonville, FL 32207
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law
(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)

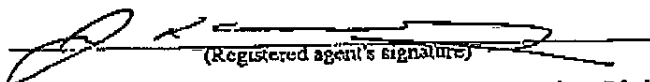
Name: NATIONAL CORPORATE RESEARCH, LTD., INC.

Office Address: 1406 Hays Street, Suite #2

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.


(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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SECRETARY OF STATE

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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: John Monsky

Address: Oak Hill Capital Management, Inc.
Park Avenue Tower, 65 East 55th Street, 32nd Floor
New York, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: John Monsky

Address: Oak Hill Capital Management, Inc.
Park Avenue Tower, 65 East 55th Street, 32nd Floor
New York, NY 10022

Vice President: _____

Address: _____

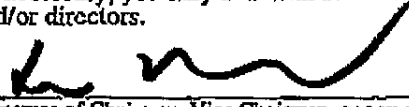
Secretary: John Monsky

Address: Oak Hill Capital Management, Inc.
Park Avenue Tower, 65 East 55th Street, 32nd Floor
New York, NY 10022

Treasurer: John Monsky

Address: Oak Hill Capital Management, Inc.
Park Avenue Tower, 65 East 55th Street, 32nd Floor
New York, NY 10022

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. John Monsky President, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

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May. 15. 2000 3:13PM NCR PH# 734 1450 FAX 3027341476
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No. 7669 P. 3/4

State of Delaware

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 "E-FULFILLMENT CORP." 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 FIFTEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "E-FULFILLMENT CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

0438715

DATE:

05-15-00