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ACCOUNT NO. : 072100000032

REFERENCE : 709997 4303929

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : May 25, 2000

ORDER TIME : 12:11 PM

ORDER NO. : 709997-010

400003273624--7

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig Hoffman
1221 Brickell Avenue

Miami, FL 33131-3238

FOREIGN FILINGS

NAME: THE NATION'S CAPITOL
EXHIBITION, INC.

(Handwritten circle around the name)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Handwritten initials: JK 6/1

00 JUN - 1 PM 4:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN - 1 PM 12:54

RECEIVED

**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.

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DIVISION OF CORPORATIONS
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1. The Nation's Capitol Exhibition, 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. May 23, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Jerrold A. Wish, 1221 Brickell Avenue, Miami, Florida 33131
(Current mailing address)

8. Including but not limited to, exhibition of artwork and memorabilia
(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: Brian Courtney

(Registered agent's signature)
BRIAN COURTNEY, ASST. VP.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jerrold A. Wish

Address: 1221 Brickell Avenue, Miami, FL 33131

Director: _____

Address: _____

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

President: Jerrold A. Wish

Address: 1221 Brickell Avenue, Miami, FL 33131

Vice President: Richard Layfield

Address: c/o Jerrold A. Wish, 1221 Brickell Avenue, Miami, FL 33131

Secretary: Jerrold A. Wish

Address: 1221 Brickell Avenue, Miami, FL 33131

Treasurer: Richard Layfield

Address: c/o Jerrold A. Wish, 1221 Brickell Avenue, Miami, FL 33131

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. Jerrold A. Wish, Director, President and Secretary
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE NATION'S CAPITOL EXHIBITION, 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-SIXTH DAY OF MAY, A.D. 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -1 PM 4:35



Edward J. Freel

Edward J. Freel, Secretary of State

3233012 8300

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AUTHENTICATION:

0464297

DATE:

05-26-00