



THE UNITED STATES
CORPORATION
COMPANY

F00000003835

ACCOUNT NO. : 072100000032

REFERENCE : 756313 4321024

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 2000

ORDER TIME : 2:59 PM

ORDER NO. : 756313-005

000003317530--8

CUSTOMER NO: 4321024

CUSTOMER: Salomon B. Esquenazi, Esq
Rasco Reininger & Perez
Suite 700
5200 Blue Lagoon Drive
Miami, FL 33126

FOREIGN FILINGS

NAME: BATTLERUN.COM, 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: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 AM 9:56

RECEIVED
00 JUL -7 PM 4:50
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AK
7/7/00

**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.*

00 JUL -7 AM 9:56
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FILED

1. BATTLERUN.COM, 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. State of Delaware
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. June 29, 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. 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009
(Current mailing address)

8. To engage in any lawful activity under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

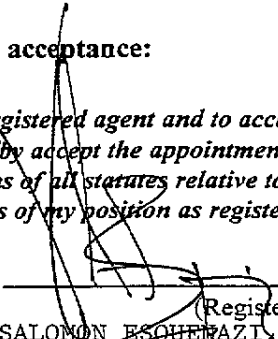
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Miami Corporate Systems, LLC.

Office Address: 5200 Blue Lagoon Drive, Suite 700
Miami, Florida, 33126
(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)
SALOMON ESQUEFAZI, Asst. V.P.

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: _____

Director: _____
~~xxxxxxx~~ Alan Bursztyn

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

Director: Paul Jainovich

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

Director: Jack Birman

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

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

President: Alan Bursztyn

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

Vice President: _____

Address: _____

Secretary: Jack Birman

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

Treasurer: Paul Jainovich

Address: 1920 E. Hallandale Beach Blvd., Suite 804
Hallandale, FL 33009

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

ALAN BURSZTYN, Director and President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 AM 9:55

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BATTLERUN.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JUNE, A.D. 2000.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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001336607

AUTHENTICATION: 0535740

DATE: 06-30-00

00 JUL - 1 9:56 AM
SECRETARY OF STATE
DIVISION OF CORPORATIONS