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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MyCity.com Holdings, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

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-07/14/00--01077--010

*****87.50 *****87.50

Robert B. Macaulay

(Name of Person)

Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A.

(Firm/Company)

One Southeast Third Avenue, Suite 2200

(Address)

Miami, Florida 33131

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Robert B. Macaulay

(Name of Person)

at (305) 358-0050

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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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. MyCity.com Holdings, 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. October 6, 1999

(Date of incorporation)

5. Perpetual

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

6. 1/3/2000

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

7. 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

(Current mailing address)

8. To conduct any lawful business, to promote any lawful purpose.
(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: Robert B. Macaulay

Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A.

Office Address: One Southeast Third Avenue, Suite 2200

Miami

, Florida, 33131

(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.

Robert B. Macaulay
(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: Wolf Shlagman

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

Vice Chairman: Marshall Kanner

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

Director: Richard J. Lampen

Address: 100 Southeast Second Street, 32nd Floor

Miami, Florida 33131

Director: _____

Address: _____

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

President: Wolf Shlagman

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

Vice President: Marshall Kanner

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

Secretary: Marshall Kanner

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

Treasurer: Marshall Kanner

Address: 1111 Lincoln Road, Suite 390

Miami Beach, Florida 33139

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. Marshall Kanner, Vice President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MYCITY.COM HOLDINGS, 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 SIXTEENTH DAY OF JUNE, A.D. 2000.

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

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

RECEIVED
JUN 16 2000
OFFICE OF THE SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0502103

DATE: 06-16-00