

F00000004143⁶

**TO: Qualification/Tax Lien Section
Division of Corporations**

SUBJECT: KING DISTRIBUTORS INC.

(Name of corporation - must include suffix)

W-13727

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:

KEITH SPINELLI

(Name of Person)

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*****70.00 *****70.00

KING DISTRIBUTORS INC.

(Firm/Company)

112 PAGE LANE

(Address)

NEW YORK, NY 11590

(City/State/Zip)

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

KEITH SPINELLI

(Name of Person)

at (516)867-4468

(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

SECRETARY OF STATE
TALLAHASSEE, FL 32314

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2000

KEITH SPINELLI
112 PAGE LANE
NEW YORK, NY 11590

SUBJECT: KING DISTRIBUTORS INC.
Ref. Number: W00000013727

We have received your document for KING DISTRIBUTORS INC., however upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00030326



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

KEITH SPINELLI
112 PAGE LANE
NEW YORK, NY 11590

SUBJECT: KING DISTRIBUTORS INC.
Ref. Number: W00000013727

We have received your document for KING DISTRIBUTORS INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 300A00035326

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RIA2

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. KING DISTRIBUTORS 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. NEW YORK (State or country under the law of which it is incorporated) 3. 11-3255293 (FEI number, if applicable)

4. MARCH 8, 1995 (Date of incorporation) 5. _____ (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. _____

112 PAGE LANE, WESTBURY NY 11590
(Current mailing address)

8. WHOLESALE OF PREPAID PHONE CARDS
(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: JETRO CASH AND CARRY
Office Address: 2041 NW 12TH AVENUE
MIAMI, Florida, 33127
(Zip Code)

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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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.

[Signature]
(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)

RIA2

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: KEITH SPINELLI

Address: 112 PAGE LANE
WESTBURY, NY 11590

Vice President: _____

Address: _____

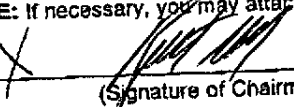
Secretary: _____

Address: _____

Treasurer: _____

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. KEITH SPINELLI _____
(Typed or printed name and capacity of person signing application)

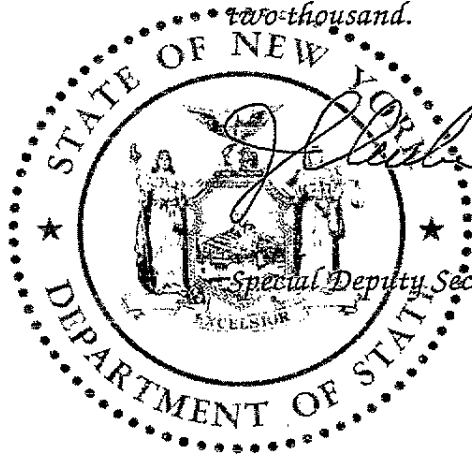
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of KING DISTRIBUTORS, INC. was filed on 03/03/1995, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

Witness my hand and the official seal of the Department of State at the City of Albany, this 07th day of July two thousand.



Special Deputy Secretary of State

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SECRETARY OF STATE
FALLENBURG E. 1120007

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