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SOLOMON & BENEDICT, P.A.

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TAMPA, FLORIDA 33602-4331

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MJH

September 26, 2000

Via Federal Express (Airbill #821585108599)

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/27/00--01074--004
*****87.50 *****87.50

Re: Qualification of Purchase Plus Buyers Group, Inc. in Florida

Ladies and Gentlemen:

Our firm represents Purchase Plus Buyers Group, Inc. ("Purchase Plus"). Purchase Plus is an Ohio corporation.

Enclosed are the following documents:

- (a) the original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application");
- (b) the original Certificate of Good Standing from the Office of the Secretary of State, State of Ohio; and
- (c) our firm's Check No. 28938, dated July 7, 2000, in the amount of \$87.50, made payable to the Florida Department of State.

Please file the original Application and provide us with a date stamped copy. Of course, if you have any questions, please do not hesitate to contact us.

Sincerely yours,

SOLOMON & BENEDICT, P.A.

By: *Sheila B. Hieber*

Sheila B. Hieber
Legal Assistant

SBH/s
Enclosures

00 SEP 27 PM 2:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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 PURCHASE PLUS BUYERS GROUP, INC. AS A FOREIGN
CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The name of the corporation is **Purchase Plus Buyers Group, Inc.** (the
"Corporation").
2. The Corporation is an Ohio corporation.
3. The Federal Employer's Identification number for the Corporation is
31-1572988.
4. The Corporation was incorporated in the state of Ohio on 9 Oct 97.
5. The duration of the Corporation as a corporation is "perpetual".
6. The Corporation first transacted business in Florida on Corporation has
NOT transacted business in Florida
7. The current mailing address of the Corporation is 936 Eastwind Drive,
Westerville, Ohio 43081
8. The purpose of the Corporation, as incorporated in the state of Ohio, is
any lawful activity the Corporation intends to carry on the same purpose in the state of
Florida.
9. The name and address of the Corporation's registered agent is:

Stanford R. Solomon
Solomon & Benedict, P.A.
400 North Ashley Plaza • Suite 3000
Tampa, Florida 33602

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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10. Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the 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.

Stanford R Solomon

(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 laws of which it is incorporated.

12. The following are the names and the street addresses of the officers and/or directors:

A. Directors:

Chairman: Thayer C. Lindauer

Address: 5655 Lindero Canyon Rd., #425, Westlake Village, CA 91362

Vice Chairman: Tom Acey

Address: 936 Eastwind Drive, Westerville, Ohio 43081

Director: Dian Street

Address: 5655 Lindero Canyon Rd., #425, Westlake Village, CA 91362

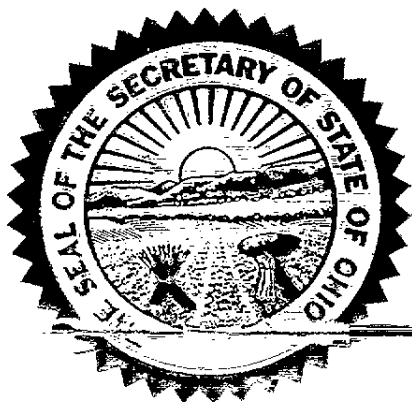
Director: _____

Address: _____

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show PURCHASE PLUS BUYERS GROUP, INC., an Ohio corporation, Charter No. 994420, having its principal location in Genoa, County of Delaware, was incorporated on October 9, 1997 and is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official seal at
Columbus, Ohio on
July 13, 2000*

A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State

B. Officers:

Chief Operating Officer:

President: Tom Acey

Address: 936 Eastwind Drive, Westerville, Ohio 43081

Vice President: _____

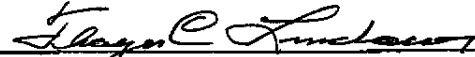
Address: _____

Secretary: Dian Street

Address: 5655 Lindero Canyon Rd., #425, Westlake Village, CA 91362

Treasurer: _____

Address: _____



Print Name of Director/Officer: _____

Title: Director