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ACCOUNT NO. : 072100000032

REFERENCE : 855984 162356A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajot

FILED
00 OCT -9 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 6, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 855984-005

CUSTOMER NO: 162356A

CUSTOMER: Ralph A. Boniello, Iii, Esq
Boniello, Anton, Conti &
770 Main St.
Po Box 944
Niagara Falls, NY 14302

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FOREIGN FILINGS

NAME: TOPFIT OF AMERICA, LTD. (S)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward/chs

RECEIVED
00 OCT -9 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My 10/9

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRET OF STATE
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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. TOFFIT OF AMERICA, LTD., INCORPORATED
(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 3. 16-1568307
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. APRIL 26, 1999 5. Perpetual
(Date of incorporation) (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. 1402 Pine Avenue, Suite 103
Niagara Falls, New York 14301
(Current mailing address)

8. Any lawful act or activity/promotional/marketing
(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: Deborah D Skipper Deborah D. Skipper
(Registered agent's signature) as its agent

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.

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See attached officers/directors rider

Address: _____

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

14. REGINA HERMANN, PRESIDENT
(Typed or printed name and capacity of person signing application)

LIST OF OFFICERS/DIRECTORS

OFFICERS AND DIRECTORS:

President/Treasurer

GERDA REGINA HERMANNNS
R.R. #1
Schomberg, Ontario L0G1T0
Canada

Secretary

KARL WILHEM HERMANNNS
R.R. #1
Schomberg, Ontario L0G1T0
Canada

OFFICER WHO WILL EXECUTE
FORM:

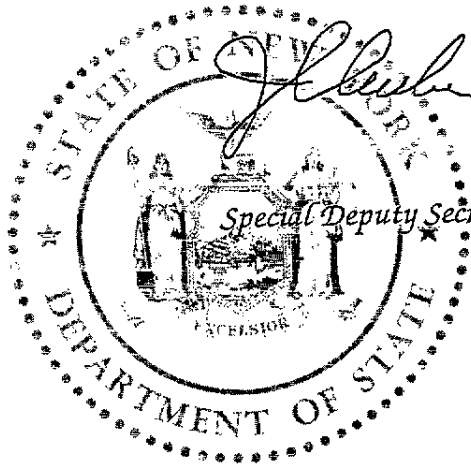
GERDA REGINA HERMANNNS

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TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of TOPFIT OF AMERICA, LTD. was filed on 04/26/1999, 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 record has been found, and that so far as indicated by the records this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the Department of State at the City of Albany, this 05th day of October two thousand.



J. Blush
Special Deputy Secretary of State

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