



THE UNITED STATES CORPORATION COMPANY

FOU000006039

ACCOUNT NO. : 072100000032
REFERENCE : 877009 7139083
AUTHORIZATION
COST LIMIT : \$ 70.00

Patricia Piquero

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 27 PM 2:57

FILED

ORDER DATE : October 26, 2000
ORDER TIME : 11:39 AM
ORDER NO. : 877009-005
CUSTOMER NO: 7139083

900003442399--7

CUSTOMER: Ms. Michelle Peraza
Larrea & Ortega Attorneys At
Suite 111
2300 Coral Way
Miami, FL 33145

FOREIGN FILINGS

NAME: E-ROSH CORP.

(6)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

3H 10/25

CONTACT PERSON: Jeanine Reynolds EXT 1133

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 27 PM 12:55
NOT RECORDED
TO AVOID SUFFICIENCY OF FILING

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: E-Rosh Corp.
(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Vivian Williams
(Name of Person)

Larrea & Ortega
(Firm/Company)

2300 Coral Way, Suite 111
(Address)

Miami, FL 33145
(City/State and Zip code)

For further information concerning this matter, please call:

Miriam Ortega at (305) 858-5558
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

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. E-Rosh Corp. (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 3. applied for (State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 10/6/00 5. (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)
7. 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 (Principal office address)
same (Current mailing address)

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8. Internet Business (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
(City) (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
BRIAN COURTNEY, ASST. V.P.
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

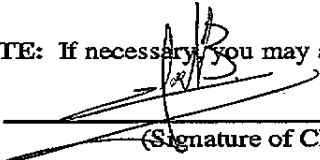
Secretary:

Address:

Treasurer:

Address:

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

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

14. Elias Obadia, CEO, S, D
(Typed or printed name and capacity of person signing application)

Directors Rider

Elias Obadia Chief Executive Officer/Secretary/ Director
4445 North Jefferson Avenue
Miami Beach, Florida 33140

Jacob Serfati President/ Director
C/o 21205 Yacht Club drive
Apt. 2904
Aventura, Florida 33180

Aquiba Benarroch Director
C/o 21205 Yacht Club Drive
Apt. 1406
Aventura, Florida 33180

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "E-ROSH CORP.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
00 OCT 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

AUTHENTICATION: 0722141

DATE: 10-06-00

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