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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
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FOREIGN PROFIT QUALIFICATION

THAL FAMILY HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 31 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 31 PM 4:06

FILED
10/31/00

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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. Thal Family 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. Nevada
(State or country under the law of which it is incorporated)
3. 88-0389059
(FBI number, if applicable)
4. December 15, 1997
(Date of incorporation)
5. Perpetual
(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. 1674 Alton Road, Suite 100, Miami Beach, Florida 33139
(Principal office address).
Same as above
(Current mailing address)
8. The transaction of any lawful 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: Mitchell Thal
Office Address: 1674 Alton Road, Suite 100,
Miami Beach, Florida 33139
(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.


(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Edward ThalAddress: 1674 Alton Road, Suite 100, Miami Beach, Florida 33139

Director: _____

Address: _____

B. OFFICERS

President: Edward ThalAddress: 1674 Alton Road, Suite 100, Miami Beach, Florida 33139

Vice President: _____

Address: _____

Secretary: Edward ThalAddress: See aboveTreasurer: Edward ThalAddress: See above

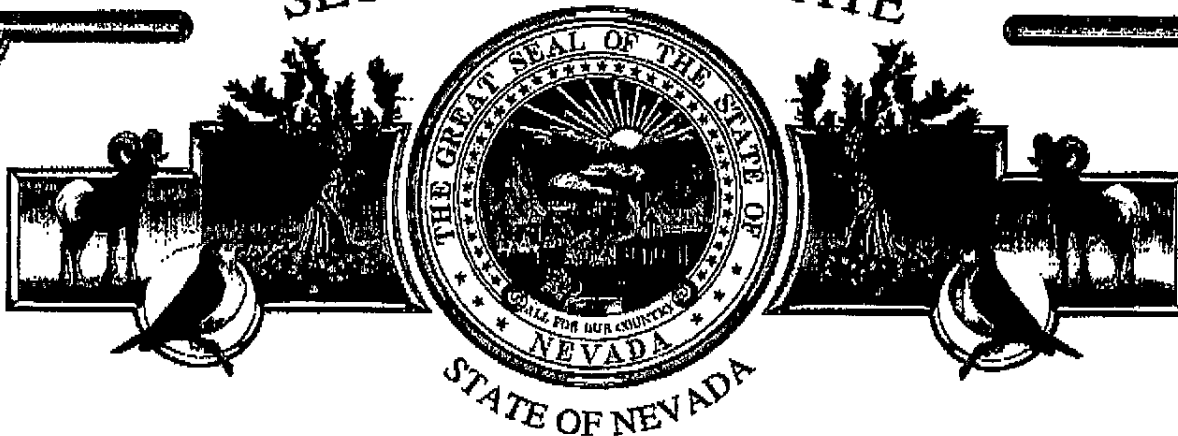
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward Thal
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Edward Thal, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

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**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THAL FAMILY HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 15, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on July 31, 2000.

Secretary of State

By

Certification Clerk



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