



THE UNITED STATES
CORPORATION
COMPANY

FOUO000006961

ACCOUNT NO. : 072100000032

REFERENCE : 931811 7687A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : December 14, 2000

ORDER TIME : 11:50 AM

ORDER NO. : 931811-010

CUSTOMER NO: 7687A

CUSTOMER: Shiela Hieber, Legal Asst
The Solomon Law Group, P.a.
3000 Nationsbank Plaza
400 North Ashley Drive
Tampa, FL 33602

100003501551--9
-12/14/00--01075--004
*****87.50 *****87.50

FOREIGN FILINGS

NAME: HPC ACQUISITION CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

FILED
00 DEC 14 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF EMBASSIES
2000 DEC 14 PM 1:42
TO ASSEMBLE
SUFFICIENCY OF FILINGS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

FILED
DEC 11 11 41 AM '99
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

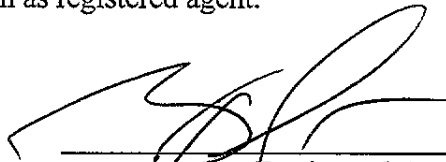
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER PURCHASE PLUS BUYERS GROUP, INC. AS A FOREIGN
CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The name of the corporation is **HPC Acquisition Co.** (the "**Corporation**").
2. The Corporation is a Delaware corporation.
3. The Federal Employer's Identification number for the Corporation is 91-2046334.
4. The Corporation was incorporated in the state of Delaware on April 20, 1999.
5. The duration of the Corporation as a corporation is "perpetual".
6. The Corporation has not transacted business in Florida.
7. The current mailing address of the Corporation is 146 North Canal Street, Suite 200, Seattle, Washington 98103.
8. The purpose of the Corporation, as incorporated in the state of Delaware, 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:

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301

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.



(Registered Agent's signature)

BRIAN COURTNEY, ASST. V.P.

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 and Officers:

President/Director: Pierre Gallant

Address: 729 N. 77th Street, Seattle, Washington 98103

Vice President/Secretary: Patrick Behrens

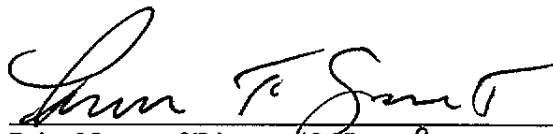
Address: 109 Howe Street, Seattle, Washington 98109

Director: Alan Silverman

Address: 2 Pablo Place, Carmel Valley, California 93924

Director: David Hook

Address: 1 Lincoln Center, Suite 1550, 5400 LBJ Freeway
Dallas, Texas 75240



Print Name of Director/Officer: **PIERRE GALLANT**

Title: **PRESIDENT**

State of Delaware


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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE
DELAWARE, DO HEREBY CERTIFY "HPC ACQUISITION CO." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER,
A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3216920 8300

AUTHENTICATION: 0827079

001602047

DATE: 12-01-00

FILED
00 DEC 14 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA