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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MPH GROUP, INC.
(Name of corporation - must include suffix)

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:

SANDRA M. SCHUNK
(Name of Person)

MPH GROUP, INC
(Firm/Company)

370 1ST STREET WEST
(Address)

TIERRA VERDE, FL 33715
(City/State and Zip code)

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*****70.00 *****70.00

For further information concerning this matter, please call:

SANDY SCHUNK at (727) 864-3221
(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

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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. MPH GROUP, 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. MISSOURI 3. FED ID# 43-1867562
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-10-1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 2001
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9618 COLONY DRIVE, ST. LOUIS, MO 63137
(Principal office address)

370 1ST STREET WEST, TIERRA VERDE, FL 33715
(Current mailing address)

8. MARKETING & PROMOTIONAL CONSULTING SERVICES
(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: SANDRA M. SCHUNK

Office Address: 370 1ST STREET WEST

TIERRA VERDE, Florida 33715
(City) (Zip code)

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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.

Sandra M. Schunk
(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: PATRICK J. SCHUNK

Address: 370 1ST STREET WEST
TIERRA VERDE, FL 33715

Vice Chairman: ANTHONY W. MOSCAL

Address: 9618 COLONY DRIVE
ST. LOUIS, MO 63137

Director: ERIC DAVISON

Address: 3205 ALMA
MANHATTAN BEACH, CA 90266

Director: _____

Address: _____

B. OFFICERS

President: PATRICK J. SCHUNK

Address: 370 1ST STREET WEST
TIERRA VERDE, FL 33715

Vice President: ANTHONY W. MOSCAL

Address: 9618 COLONY DRIVE
ST. LOUIS, MO 63137

Secretary: ERIC DAVISON

Address: 3205 ALMA, MANHATTAN BEACH, CA 90266

Treasurer: N/A

Address: _____

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

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

14. PATRICK J. SCHUNK, PRESIDENT
(Typed or printed name and capacity of person signing application)

No. 00476230

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

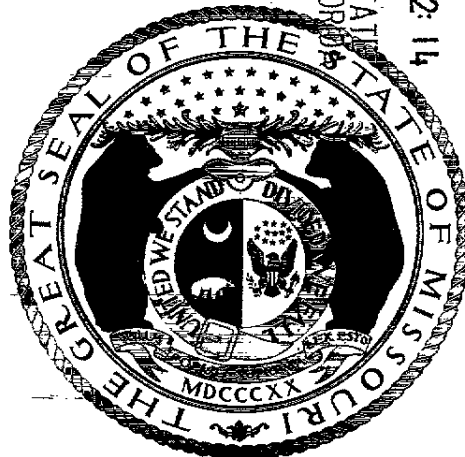
MPH GROUP, INC.

was incorporated under the laws of this State on the 11th day of NOVEMBER, 1999, and is in good standing, having complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 17th day of JULY, 2001.

Matt Blunt

Secretary of State



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TALLAHASSEE, FLORIDA

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