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TRANSMITTAL LETTER

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-09/07/01--01017--001
*****70.00 *****70.00

TO: Registration Section
Division of Corporations

SUBJECT: S & H Holdings, 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:

Michele M. Mueller
(Name of Person)

MidCoast Credit Corp.
(Firm/Company)

1926 Tenth Avenue North, Suite 400
(Address)

Lake Worth, FL 33461
(City/State and Zip code)

For further information concerning this matter, please call:

Michele M. Mueller at (561) 540-6224 ext. 126
(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

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TALLAHASSEE, FLORIDA

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. S & H 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. Indiana 3. 35-1265197
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 12/13/71 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. January 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461
(Current mailing address)

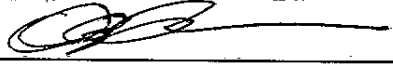
8. Holding company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Olga E. Parra
Office Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, Florida, 33461
(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.



(Registered agent's signature)
Olga E. Parra

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael Bernstein

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Director: Honora Shapiro

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

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

President: Michael Bernstein

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Vice President: Stephen J. Shapiro

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Secretary: Olga E. Parra

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

Treasurer: Carolyn S. SESCO

Address: 1926 Tenth Avenue North, Suite 400
Lake Worth, FL 33461

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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. Olga E. Parra, Secretary
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

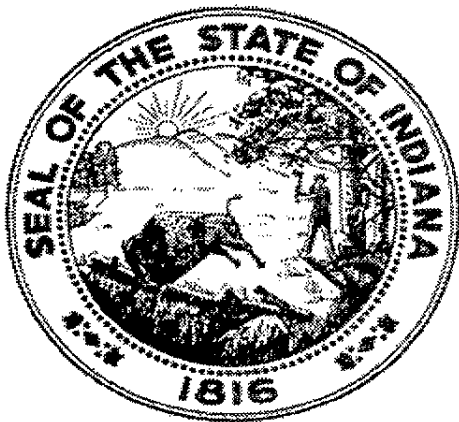
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

S & H HOLDINGS, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on December 13, 1971, and was in existence or authorized to transact business in the State of Indiana on August 7, 2001.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Seventh day of August, 2001.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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