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OCT-11-2001 01:56PM FROM AKERMAN SENTERPITT 954-759-8111 T-655 1/00 F-19

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From: Account Name : AKERMAN, SENTERPITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : Y19980000010
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FOREIGN PROFIT QUALIFICATION

SGP, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 11, 2001

AKERMAN, SENTERFITT

SUBJECT: SGP, INC.
REF: W01000023624

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

We can find no active corporation by the name you list in section 9. It appears that you may mean the corporation with the number L27184, whose name is similar but with the word SERVICES where you have listed SYSTEMS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

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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. SGP, 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. Applied For

(FEI number, if applicable)

4. September 17, 2001

(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 817.155, F.S.)

7. 4370 Nautilus Drive, Miami Beach, FL 33140

(Principal office address)

P.O. Box 50401, Henderson, NV 89016

(Current mailing address)

To transact any and all lawful business for which corporations may be qualified under the Florida Business Corporation Act.

8. _____

(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: American Information Services, Inc.

Office Address: 350 E. Las Olas Blvd., Suite 1600

Ft. Lauderdale

(City)

, Florida 33301

(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.

American Information Systems, Inc.

Marla R. Mayster

(Registered agent's signature)

By: Marla R. Mayster, Assistant Secretary

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: Lewis G. Gordon

Address: 4370 Nautilus Drive, Miami Beach, FL 33140

Director: _____

Address: _____

B. OFFICERS

President: Lewis G. Gordon

Address: 4370 Nautilus Drive, Miami Beach, FL 33140

Vice President: _____

Address: _____

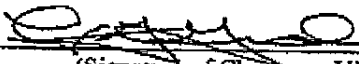
Secretary: Lewis G. Gordon

Address: 4370 Nautilus Drive, Miami Beach, FL 33140

Treasurer: Lewis G. Gordon

Address: 4370 Nautilus Drive, Miami Beach, FL 33140

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. Lewis G. Gordon, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

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, **SGP, 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 September 17, 2001, 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 October 9, 2001.

Secretary of State

By

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