

F02000005429

TO: Registration Section
Division of Corporations

SUBJECT: Sandow Media Corporation
(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:

Adam Sandow 700008426287--5
-10/17/02--01055--005
*****70.00 *****70.00
(Name of Person)

Sandow Media Corporation
(Firm/Company)

P.O. Box 810156
(Address)

Boca Raton, FL 33481
(City/State and Zip code)

For further information concerning this matter, please call:

Adam Sandow at (917) 902-9040
(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

W02-30093

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 02 OCT 30 AM 9:51

W 10/30



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 18, 2002

ADAM SANDOW
SANDOW MEDIA CORPORATION
PO BOX 810156
BOCA RATON, FL 33481

SUBJECT: SANDOW MEDIA CORPORATION
Ref. Number: W02000030093

We have received your document for SANDOW MEDIA CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide a physical street address in your listing of officers and directors.

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.

Lee Rivers
Document Specialist

Letter Number: 302A00057982

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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. Sandow Media Corporation
(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. Delaware 3. 52-2379234
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 9-30-02 5. Perpetual
(Date of incorporation) (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.)

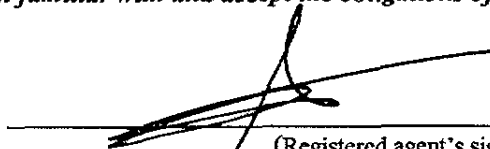
- 7. 7700 Congress Avenue Suite 2102, Boca Raton, FL 33481
(Principal office address)
- P.O. Box 810156 Boca Raton, FL 33481
(Current mailing address)

- 8. for profit graphic design 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: Adam Sandow
Office Address: 7700 Congress Ave. Suite 2102
Boca Raton, Florida 33481
(City) (Zip code)

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02 OCT 30 AM 9:51

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.

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

A. DIRECTORS

Chairman: Adam Sandow

Address: 8260 S.W. 151 St. Miami FL. 33158

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Adam Sandow

Address: 8260 SW 151 St. Miami, FL. 33158

Vice President: _____

Address: _____

Secretary: Adam Sandow

Address: 8260 SW 151 St. Miami, FL. 33158

Treasurer: _____

Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Adam Sandow
(Typed or printed name and capacity of person signing application)

Delaware

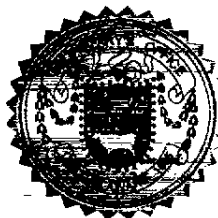
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANDOW MEDIA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 2002.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 30 AM 9:51

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Harriet Smith Windsor
AUTHENTICATION: 2033643
Harriet Smith Windsor, Secretary of State

DATE: 10-14-02