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FOREIGN PROFIT QUALIFICATION

MARKET LOGISTICS COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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CK

**MARKET LOGISTICS, INC.
164 MILESTONE WAY
SUITE 210
GREENVILLE, SC 29615**

FLORIDA DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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SEC. OF STATE
TALLAHASSEE, FLORIDA

MARKET LOGISTICS, INC., a South Carolina Corporation qualified to do business in the state of Florida does hereby consent to the use of the name **MARKET LOGISTICS COMPANY, INC.** in the state of Florida.

March 9 2003



**Michael Cale, President
MARKET LOGISTICS, INC.**

**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. MARKET LOGISTICS COMPANY, 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. New Jersey

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. Dec 11, 2002

(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. 777 Terrace Avenue, Hasbrouck Heights, NJ 07604

(Principal office address)

same

(Current mailing address)

8. grocery and other product distribution

(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: Frank Mazza

Office Address: 7700 Congress Suite 3100

Boca Raton

(City)

, Florida 33487

(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 heraby 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

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: Harvey ShapiroAddress: 777 Terrace Avenue, Hasbrouck Heights, NJ 07604

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael CaleAddress: 777 Terrace Avenue, Hasbrouck Heights, NJ 07604Vice President: Frank MazzaAddress: 7700 Congress Suite 3100Boca Raton, FL 33487Secretary: Harvey ShapiroAddress: 777 Terrace Avenue, Hasbrouck Heights, NJ 07604Treasurer: Harvey ShapiroAddress: 777 Terrace Avenue, Hasbrouck Heights, NJ 07604

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

13. Harvey Shapiro

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

14. Michael Cale, President/Chairman

(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

SMART MANAGEMENT GROUP INC.


I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on March 19, 2002.

As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.

I further certify that the registered agent and
registered office are:

Donald Sheeler
1060 Monroe St.
Hoboken, NJ 07030

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of March, 2003



John E. McCormac

John E. McCormac, CPA
State Treasurer

FILED
3 APR 9 2003
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MARKET LOGISTICS COMPANY INC.

I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 11, 2002.

As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.

I further certify that the registered agent and
registered office are:

Harvey Shapiro
777 Terrace Parkway
Hasbrouck Heights, NJ 07604

Blumberg Excelsior
Since 188762 White Street
New York, NY 10013
212 431-2000
800 221-2572
Fax 212 431-1441
http://www.blumberg.com**CONNECTICUT QUESTIONNAIRE FOR COMPLETION OF
CERTIFICATE OF INCORPORATION**

1. Name of Corporation
2. The corporation shall have authority to issue _____ shares of common stock having \$ _____ par value or no par value per share
3. The name and business as well as residential Connecticut Street address of the registered agent in the state of Connecticut is:
(absolutely no box numbers)
4. The name(s) and address(es) of the Director/Directors of the corporation is/are:
(absolutely no box numbers)

Your Account #:

Your Name, Your Phone #:, Your Address:

If you do not have an acct. with us, please prepay via: credit card or certified check. If you are an Attorney or CPA, the check does not have to be certified.

Fee Schedule

State Filing Fee:	\$ 200.00 state disbursement/ \$ 25.00 expediting disbursement
Blumberg Service Fee:	\$ 90.00
Certified Copy of Filing:	\$ 25.00 state disbursement/ \$ 25.00 expediting disbursement
Black Beauty Kit:	\$ 64.45 + Applicable State Tax
Shipping of Kit	\$ 5.35
If Blumberg is Agent:	\$ 125.00 1st year of representation, \$139.00 each add. year

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