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Attorney at Law

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January 6, 1995

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/10/95--01104--012
*****78.75 *****78.75

RE: Pace American Group, Inc. a Delaware Corporation registered to do business in the state of Florida

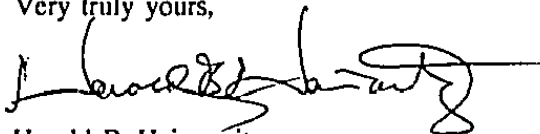
To Whom it May Concern:

Enclosed please find the following:

1. Harold B. Haimowitz trust account check number 1005, dated January 4, 1995 payable to the Florida Department of State in the sum of \$78.75, which is to cover a \$35 filing fee, a \$35 registered agents fee and \$8.75 for a status letter.
2. The transmittal letter regarding "Application by Foreign Corporation for Authorization to Transact Business in Florida".
3. The two page application pro[] executed.
4. The certificate of existence issued by Edward J. Freel, Secretary of State, State of Delaware, authenticating that Pace American Group, Inc. is duly incorporated and is in good standing.

Please file this application and send me a status letter. Thanking you for your attention.

Very truly yours,



Harold B. Haimowitz

HBH/la

Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 11 AM 8:32

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: PACE AMERICAN 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:

HAROLD B. HAIMOWITZ

(Name of Person)

HAROLD B. HAIMOWITZ

(Firm/Company)

150 E. PALMETTO PARK ROAD

NATIONS BANK BUILDING #641

(Address)

BOCA RATON, FLORIDA 33432

(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

HAROLD B. HAIMOWITZ

(Name of Person)

at (407) 394-4226

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. PAGE AMERICAN 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. Delaware

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

3. 34-1617181

(FEI number, if applicable)

4. Sept. 8, 1988

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or perpetual)

6. Has not transacted business in Florida.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6245 East Broadway Blvd., Suite 600

Tucson, Arizona 85711

(Current mailing address)

8. To be a holding company for various companies and to supervise/manage said companies.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Hartley Lord

Office Address: 150 East Palmetto Park Road, Suite #641

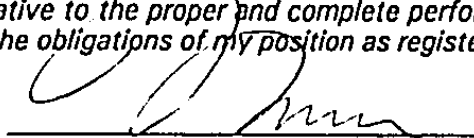
Boca Raton

, Florida , 33432

(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.


Hartley Lord (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.

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95 JAN 11 AM 8:32

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

A. DIRECTORS

Chairman: Hartley Lord

Address: 7205 Mandarin Drive

Boca Raton, FL 33433

Vice Chairman: Ronald G. Aller

Address: 7263 Hidden Cove

Springhill, Florida 34607

Director: Frank Gray

Address: 2 Ledgewood Road

Manchester, NH 03104

Director: Paul Oppenheimer

Address: 3295 Pinewalk Drive #103

Margate, Florida 33063

B. OFFICERS

President: Hartley Lord

Address: 7205 Mandarin Drive

Boca Raton, Florida 33433

Vice President: Ronald G. Aller

Address: 7263 Hidden Cove

Springhill, Florida 34607

Secretary: Hartley Lord

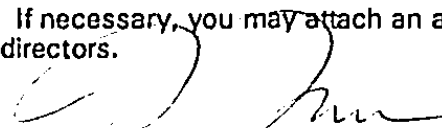
Address: 7205 Mandarin Drive

Boca Raton, Florida 33433

Treasurer: None

Address: _____

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)

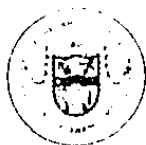
14. Hartley Lord, President and Chairman of the Board
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACE AMERICAN GROUP, INC." 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1994.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

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