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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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03/06/95-111011-006
*****70.00 *****70.00

SUBJECT: SET-UP SERVICES, 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:

NATALIE HOFFMAN
(Name of Person)
SET-UP SERVICES, INC.
(Firm/Company)
15300 Pearl Road - Suite 210
(Address)
Strongsville, OH 44136
(City, State and Zip Code)

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

Natalie Hoffman at (216) 572 - 4100
(Name of Person) 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. SET-UP SERVICES, 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. OHIO 3. 34-1440027
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/3/81 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 15300 Pearl Road - #210
Strongsville, OH 44136
(Current mailing address)
8. Display set up
(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: ROBERT LINDEN

Office Address: 21420 S. Military Trail
Boca Raton, Florida, 33486
(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.


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

A. DIRECTORS

Chairman: Robert Linden

Address: (BELOW)

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert Linden

Address: 7350 Marlingale

Chesterland, OH

Vice President: _____

Address: _____

Secretary: Robert Ranallo

Address: 1801 East Ninth Street

Cleveland, OH

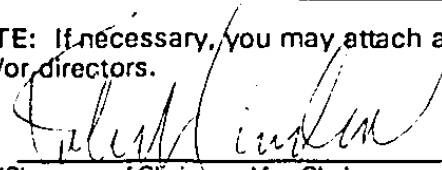
Treasurer: Margaret Grossberg

Address: 3301 Detroit

Cleveland, OH

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.

Robert Linden, President

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

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings, that said records show SET-UP SERVICES, INC., an Ohio corporation, Charter No. 637280, having its principal location in Cleveland, County of Cuyahoga, was incorporated on July 5, 1984 and is currently in GOOD STANDING upon the records of this office.

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WITNESS my hand and official
seal at Columbus, Ohio this
23rd day of January, 1995

Bob Taft

Bob Taft
Secretary of State