

F95000000728

LAW OFFICES

GROSSBERG, YOCHELSON, FOX & BEYDA

2000 PENNSYLVANIA AVENUE, N.W.

SUITE 220

WASHINGTON, D.C. 20037

January 31, 1995

CHARLES R. BEYDA
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STEVEN G. FRIEDMAN
RICHARD E. LEVIN
LINTON W. HILGERTER
BARRY A. HARTMAN
EDGAR A. LEVY III
BRETT D. ORLOVE

TELEPHONE
(202) 296-6606

TELECOPIER
(202) 296-2222

NOT COMING GROSSBERG (1995-1996)
BEYDA, R. YOCHELSON (1996-1997)

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

0000001340759
02/02/95 01100-011
*****70,000 *****70,000

Re: Adwheels, Inc.

Dear Sir or Madam:

W95-2512

Enclosed herewith for filing are the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida
2. A check in the amount of \$70.00 for the filing fee.
3. A duplicate set of the foregoing marked "FILE COPY".
4. A self-addressed return envelope.

Please file accordingly and date stamp and return to me the set marked "FILE COPY" in the enclosed envelope. In addition, please send evidence of the approval of this filing to the undersigned. Should you have any questions regarding this matter, please do not hesitate to call me at (202) 296-9696.

Sincerely,

Brett D. Orlove
Brett D. Orlove

Enclosures

SECRET
DIVISION OF CORPORATIONS
FEB 14 1995
55 FEB 14 1995
4/2/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1995

BRETT D. ORLOVE
GROSSBERG, YOCHELSON, FOX & BEYDA
2100 PENNSYLVANIA AVENUE NW, SUITE 770
WASHINGTON, DC 20037

SUBJECT: ADWHEELS, INC.
Ref. Number: W95000002512

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

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning your original certificate as it is not dated within the last 90 days.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 595A00004676

LAW OFFICES
GROSSBERG, YOCHELSON, FOX & BEYDA
2100 PENNSYLVANIA AVENUE, N.W.
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(202) 462-2222

NOTES: GROSSBERG, YOCHELSON, FOX & BEYDA
GROSSBERG, YOCHELSON, FOX & BEYDA

February 8, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Adwheels, Inc.

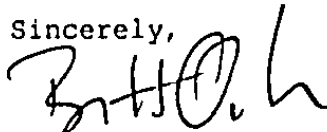
Dear Sir or Madam:

Enclosed herewith for filing are the following documents:

1. Certificate of Good Standing dated February 8, 1995.
2. Copy of February 3, 1995 letter from Department of State. Letter Number 595A00004676.

Please file accordingly. Should you have any questions regarding this matter, please do not hesitate to call me at (202) 296-9696.

Sincerely,



Brett D. Orlove

Enclosures

**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. ADWHEELS, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DISTRICT OF COLUMBIA
(State or country under the law of which it is incorporated)
3. 10/14/93
(Date of Incorporation)
4. PERPETUAL
(Duration)
5. 3 - 1850111
(Federal Employer Identification number, if applicable)
6. BUSINESS WILL COMMENCE AFTER AUTHORIZATION GRANTED
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2020 PENNSYLVANIA AVENUE N.W. SUITE 323 WASHINGTON, DC 20006
(Current mailing address)
8. ADVERTISING AGENCY
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: LAURANCE RASSIN PRESIDENT + DIRECTOR
Address: 3315 O ST NW
WASHINGTON, DC 20008

Vice Chairman: BRETT ORLOVE SECY + DIRECTOR
Address: 2020 PENNSYLVANIA AVE NW #323
WASHINGTON DC 20006

Director: _____
Address: _____

Director: _____
Address: _____

B. Officers:

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: ELISE ACKERMAN
Office Address: 345 OCEAN DRIVE SUITE 910
MIAMI, Florida 33139
Zip Code

11. 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: Elise Ackerman

12. 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

13. B + Oih
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. B + Oih SECY + VICE CHAIRMAN BRETT ORLOVE
(Name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

RECEIVED
FEB 14 1995

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 14TH day of OCTOBER, 1993, Articles of Incorporation of:
ADWHEELS, INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 8TH day of FEBRUARY 1995.

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration

Maxine M. Hinson

Act. Asst Maxine M. Hinson
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor