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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Choice Products U.S.A., 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:

Jeanne Phelps  
(Name of Person)  
Choice Products U.S.A., Inc.  
(Firm/Company)  
P.O. Box 1107  
(Address)  
Eau Claire, WI 54702-1107  
(City, State and Zip Code)

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

Jeanne Phelps at ( 715 ) 834 - 3418  
(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. Choice Products U.S.A., 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. Wisconsin  
(State or country under the law of which it is incorporated)
3. 39-1707353  
(FEI number, if applicable)
4. August 27, 1991  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2715 Hogarth, P.O. Box 1107  
Eau Claire, WI 54702-1107  
(Current mailing address)
8. To generate funds for nonprofit organizations.  
(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: Richard A. Milliner  
Office Address: 378 Pinetree Rd.  
Lake Mary, Florida, 32746  
(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.

Richard A. Milliner  
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Richard McHugh

Address: 2715 Hogarth St., P.O. Box 1107

Eau Claire, WI 54702-1107

Vice President: Mark Donnelly

Address: 2715 Hogarth St., P.O. Box 1107

Eau Claire, WI 54702-1107

Secretary: Mark Donnelly

Address: 2715 Hogarth St., P.O. Box 1107

Eau Claire, WI 54702-1107

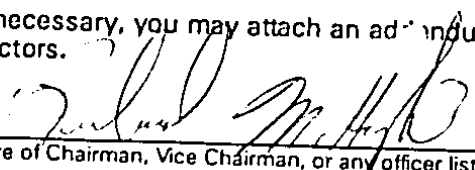
Treasurer: Mark Donnelly

Address: 2715 Hogarth St., P.O. Box 1107

Eau Claire, WI 54702-1107

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.

Richard McHugh President

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

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*United States of America*  
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

*To All to Whom These Presents Shall Come, Greeting:*

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

CHOICE PRODUCTS U.S.A., INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is AUGUST 27, 1991.

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I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed my official  
seal, at Madison, on FEBRUARY 6, 1995.



*Douglas La Follette*  
DOUGLAS LA FOLLETTE  
Secretary of State

BY: \_\_\_\_\_

*The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate of status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.*