

F9500000956

LAW OFFICE
STEPHEN G. MELCER
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 392-5606
TELEFAX (407) 392-5533

TO:

Secretary of State
Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

DATE: January 31, 1995

SUBJECT:

CONTINUITY DIRECT LIMITED,
a corporation originating in
the United Kingdom

500001391885
-02/07/95 --01092--012
*****70.00 *****70.00

Gentlemen:

Application is hereby being made for the captioned corporation to become authorized to do business in the State of Florida. As requested an original Certificate from the Registrar of Companies is enclosed as well as a check for \$70.00 to cover the filing fee of \$35.00 and the Registered Agent Designation Fee of \$35.00.

Please return the acknowledgment to the undersigned. In the event there are any questions, please call, collect, at 407-392-5606.

Thank you.



Stephen G. Melcer

SGM/cil
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1995

STEPHEN G. MELCER
4800 NORTH FEDERAL HIGHWAY
STE 205-E
BOCA RATON, FL 33431

SUBJECT: CONTINUITY DIRECT LIMITED
Ref. Number: W95000002954

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

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 895A00007462



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

February 9, 1995

STEPHEN G. MELCER
4800 NORTH FEDERAL HIGHWAY
STE 205-E
BOCA RATON, FL 33431

SUBJECT: CONTINUITY DIRECT LIMITED
Ref. Number: W95000002954

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

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 495A00005667



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

STEPHEN G. MELCER
4800 NORTH FEDERAL HIGHWAY
STE 205-E
BOCA RATON, FL 33431

SUBJECT: CONTINUITY DIRECT LIMITED
Ref. Number: W95000002954

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Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

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If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 495A00005667

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SEP 27 PM 2:33

SUBJECT: CONTINUITY DIRECT LIMITED
(Name of corporation - must include s. c.)

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:

Stephen G. Melcer, Esq.

(Name of Person)

(Firm/Company)

4800 N. Federal Hwy., Suite 205-E

(Address)

Boca Raton, FL 33431

(City, State and Zip Code)

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

STEPHEN G. MELCER

(Name of Person)

at (407) 392 - 5606

Area Code & Daytime Telephone Number

COURIER ADDRESS:

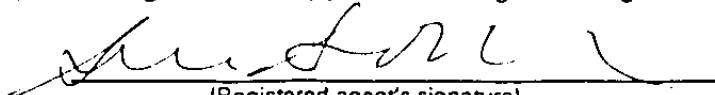
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Continuity Direct Limited 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. England and Wales
(State or country under the law of which it is incorporated)
3. None
(FEI number, if applicable)
4. July 12, 1990
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 46 Egerton Gardens,
Knightsbridge, Suite 4, London, England, SW2 2BR
(Current mailing address)
8. Any and all lawful business as per Florida General Corporation Act.
(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: Stephen G. Melcar, Esq.
Office Address: 4800 N. Federal Hwy. #205-E
Boca Raton, Florida, 33431
(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.

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

A. DIRECTORS

Chairman: ROGER HICKMAN
Address: FLAT 4, 46 EGLINTON GARDENS
LONDON SW3 2RZ

Vice Chairman: _____
Address: _____

Director: ROGER HICKMAN
Address: AS ABOVE

Director: FRANCESCO D'ANDREA
Address: 39 DORSET ROAD
CANNING TOWN LONDON E16 4NT

B. OFFICERS

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: ROGER HICKMAN
Address: FLAT 4, 46 EGLINTON GARDENS
LONDON SW3 2RZ

ACCOUNTANTS (Treasurer): SCODIE

Address: _____

SCODIE DEYONG
CHARTERED ACCOUNTANT

UNITED HOUSE
23 DORSET STREET
LONDON W1H 3FT

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

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

14. ROGER HICKMAN
(Typed or printed name and capacity of person signing application)



THE COMPANIES ACT 1985

Company No. 2521457

The Registrar of Companies for England and Wales hereby certifies that
CONTINUITY DIRECT LIMITED

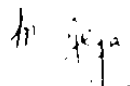
formerly called PROFIT BY TRAINING LIMITED

SEPT 27 PM 3:33
COMPANIES ACT 1985

which name was changed by special resolution was incorporated under the
Companies Act 1985

as a limited company on the 12th July 1990 and that the
certificate of incorporation altered to meet the circumstances of the
case was issued on the 3rd September 1993

Given at Companies House, Cardiff, the 15th September 1994


MRS. M. JEYA
for the Registrar of Companies

