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CAPITAL CONNECTION, INC.
 11 Virginia St., Suite 201, Tallahassee, FL 32301 (904) 488-1172
 Mailing Address: Post Office Box 10119, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 482-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Will wait

Exchange Center

CC FEE DISBURSED

Capital Express™
 Art of Inc. File
 Corp. Record Search
 Ltd. Partnership File
☒ Foreign Corp. File
☒ Cert. Copy(s)

Art of Amend. File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File

Name Reservation
 Annual Report/Restatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s Copies

Counter Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () pgs

PAID 11/13/97
 10119 10119 10119
 ****122.50 ****122.50

LC 3/13
55 APR 15 1998
RECEIVED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *PAK* _____

WALK-IN *3:13 12 DE*
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: GOLD COAST TECHNOLOGY EXCHANGE CENTER
(Name of corporation)

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:

DIANE KAWATA WATANABE, ESQ.
(Name of Person)

(Firm/Company)

17592 Irvine Boulevard, Suite 202

(Address)

Tustin, California 92680

(City, State and Zip Code)

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

DIANE KAWATA WATANABE
(Name of Person)

at (714) 838 - 8755
Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Registration 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. GOLD COAST TECHNOLOGY EXCHANGE CENTER, 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. CALIFORNIA 3. 33-0008537
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 8, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1616 East 4th Street
Santa Ana, California 92701
(Current mailing address)

8. Educational Consultant
(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: CAPITAL CONNECTION
Attention: Julia
Office Address: 417 East Virginia Street, Suite 1
Tallahassee, Florida, 32301
(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: DIANE KAWATA WATANABE
Address: 1616 East 4th Street
Santa Ana, California 92701

Vice Chairman: DR. LINDA THOR
Address: 1616 East 4th Street
Santa Ana, California 92701

Director: LUCIEN D. TRUNILL
Address: 1616 East 4th Street
Santa Ana, California 92701

Director: RICHARD BOYLE
Address: 1616 East 4th Street
Santa Ana, California 92701

B. OFFICERS


President: WILLIAM B. TURNER
Address: 1616 East 4th Street
Santa Ana, California 92701

Vice President: DR. KATHY HAGLER
Address: 1616 East 4th Street
Santa Ana, California 92701

Secretary: JACK GROSS
Address: 1616 East 4th Street
Santa Ana, California 92701

Treasurer: ROBERT ZAITZ
Address: 1616 East 4th Street
Santa Ana, California 92701

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. DIANE KAWATA WATANABE, Chairman
(Typed or printed name and capacity of person signing application)

ADDENDUM - Directors

Director: TONY DUCHI

Address: 1616 East 4th Street, Santa Ana, California 92701

Director: Aaron Lovejoy

Address: 1616 East 4th Street, Santa Ana, California 92701

Director: Dr. Sam Schauerma

Address: 1616 East 4th Street, Santa Ana, California 92701

Director: Jack Gross

Address: 1616 East 4th Street, Santa Ana, California 92701

Director: William Turner

Address: 1616 East 4th Street, Santa Ana, California 92701

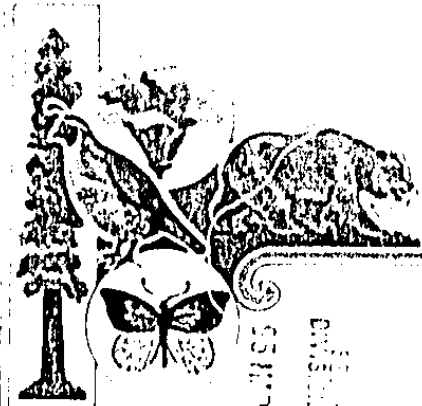
Director: Robert Zaltz

Address: 1616 East 4th Street, Santa Ana, California 92701



State of California

SECRETARY OF STATE



RECEIVED
55 MAR 13 AM 10:37
CLERK OF THE
SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10th day of March, 1983,

GOLD COAST TECHNOLOGY EXCHANGE CENTER

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
10th day of March, 1983

Bill Jones
BILL JONES
Secretary of State