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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: NEW PATH CAPITAL ONE, INC.
(Name of corporation)

pg 246

W45-4508

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:

MR. WILLIAM WILBUR
(Name of Person)

GRANITE BUSINESS SERVICE
(Firm/Company)

1325 AIRMOTIVE WAY SUITE 220
(Address)

RENO, NEVADA 89502
(City, State and Zip Code)

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

MR. WILLIAM WILBUR
(Name of Person)

at (702) 321 - 5354
Area Code & Daytime Telephone Number

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CORPORATIONS
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COURIER ADDRESS:

Qualification/Registration Sec
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32309

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 28, 1995

MR. WILLIAM WILBUR
GRANITE BUSINESS SERVICE
1325 AIRMOTIVE WAY, #220
RENO, NV 89502

SUBJECT: NEW PATH CAPITAL ONE, INCORPORATED
Ref. Number: W95000004508

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

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 395A00009009

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 TRANSACTIONS BUSINESS IN THE
STATE OF FLORIDA:

1. NEW PATH CAPITAL ONE, INCORPORATED
(Name of corporation must include the word "INCORPORATED", "LIMITED LIABILITY COMPANY" or words of
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. NEVADA 3. 88-018523
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 15, 1994 5. PERPETUAL
(Date of incorporation) (Duration, Year corp. will cease to exist or "perpetual")

6. June 15, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))

7. 1325 AIRMOTIVE WAY, SUITE 220
RENO, NEVADA 89502
(Current mailing address)

8. DISTRIBUTION OF GENERAL WHOLESALE PRODUCTS
(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: CHRISTOPHER DUBIN

Office Address: 111-A DUBBAR AVE

OLDSMAR, Florida, 34677
(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: CAROL DUNN

Address: 111 A DUNN AVE
OLDHAM, FLORIDA 34677

Vice Chairman: CHRISTOPHER DUNN

Address: 111 A DUNN AVE
OLDHAM, FLORIDA 34677

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

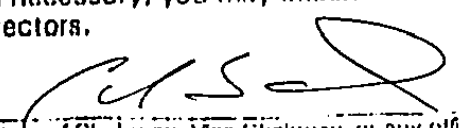
Address: _____

Treasurer: _____

Address: _____

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

13.

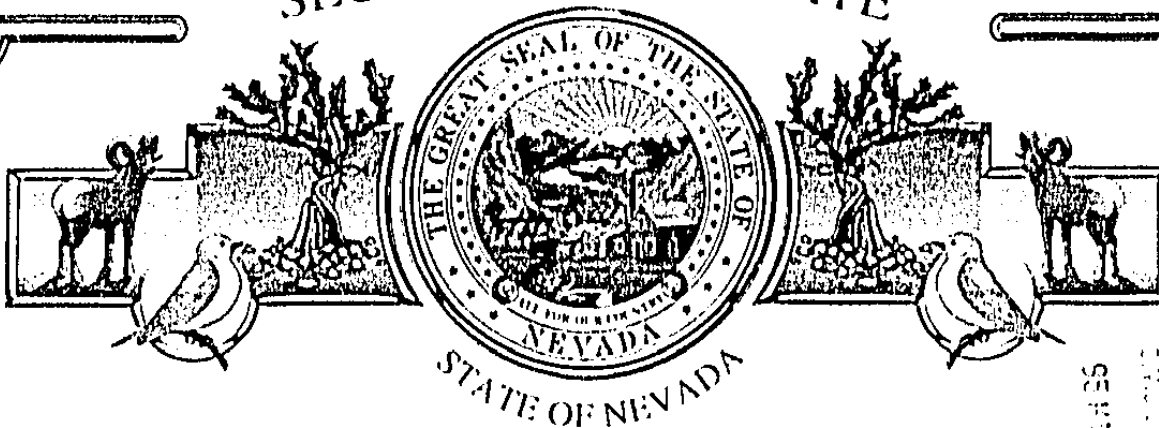

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

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SECRETARY OF STATE
CORPORATE REGISTRATION
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SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **NEW PATH CAPITAL ONE, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have herunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 2nd day of February, 1995.



Dean Heller

Secretary of State

By *Woni D...*

Certification Clerk