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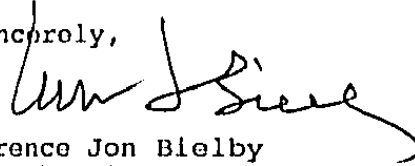
GREENBERG, TRAUB, HOFFMAN, LIPFELD, ROSEN & QUENTZ, P.A.
101 EAST COLLEGE AVENUE, POST OFFICE DRAWER 1838, TALLAHASSEE, FLORIDA 32302
904-222-6891 FAX 904-681-0207
MIAMI, FORT LAUDERDALE, WEST PALM BEACH, TALLAHASSEE
NEW YORK, WASHINGTON, D.C.

The Division of Corporations
March 21, 1995
Page 2

Please accept the Application by Foreign Corporation for filing, and provide to this firm a Certificate of Authority to Transact Business in Florida for The Goodman Group, Inc., along with a Certified Copy of such Certificate of Authority to Transact Business.

If you have any questions or comments, or if you require any additional information, please contact me at this firm's Tallahassee Office.

Sincerely,



Laurence Jon Bielby
For the Firm

Enclosures

cc: The Goodman Group, Inc.

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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. The Goodman Group, 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. Maryland

(State or country under the law of which it is incorporated)

3. April 19, 1960

(Date of Incorporation)

4. Perpetual

(Duration)

5. 52-0733190

(Federal Employer Identification number, if applicable)

6. Not applicable (See Statutes)

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

7. 10749 Falls Road, The Gatehouse, Lutherville, Maryland 21093

(Current mailing address)

8. The Goodman Group, Inc., will continue to engage in the business it has pursued
for the past thirty-five years: political and public advocacy media consulting.
(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: Not applicable

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President M. Adam Goodman
Address 211 Hilton Avenue
Catonsville, Maryland 21228

Vice President L. Robert Goodman
Address 10908 Baronet Road
Owings Mills, Maryland 21117

Secretary: Cathy L. Martin - Benson
Address 7814 St. Claire Lane
Baltimore, Maryland 21222

Treasurer: Cathy L. Martin - Benson
Address 7814 St. Claire Lane
Baltimore, Maryland 21222

(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: Lorence Jon Bielby
Name: Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A.
Office Address: 101 East College Avenue
Tallahassee, Florida 32301
(904) 222-6891 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: 

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. M. Adam Goodman
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. M. ADAM GOODMAN - PRESIDENT
(Name and capacity of person signing application)

STATE OF MARYLAND

344190

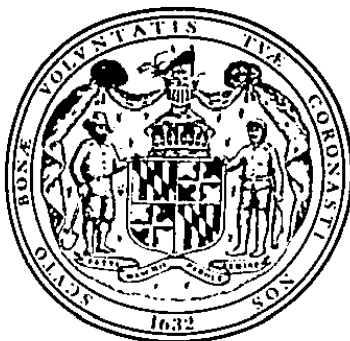
DEPARTMENT OF ASSESSMENTS AND TAXATION

401 West Preston Street Baltimore, Maryland 21201

ST-11-13
10-53-13

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT THE GOODMAN GROUP, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 23RD DAY OF FEBRUARY, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER

GREENBERG
ATTORNEYS AT LAW
TRAUBIG

F95000001369

Department of State
Division of Corporations
Gaines Street
Tallahassee, FL 32399

RE: Filing of corporate documents

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-06/18/96--01024--008
****175.00 *****43.75

Dear Sirs:

Enclosed please find the following:

- (1) One (1) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Goodman Group, Inc.
- (2) One (1) set of Articles of Incorporation for The Goodman Group of Florida, Inc.

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96 JUN 18 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file the application for withdrawal first, and then immediately file the Articles of Incorporation. We request that a Certificate of Status be issued on The Goodman Group, Inc. after the withdrawal of authority has been processed and that we obtain a Certified copy of and Certificate of Status for the new corporation, The Goodman Group of Florida, Inc. once it has been filed.

Once the filings and certificates of status are complete, please contact me at this firm's Tallahassee office 425-8526 and I will send someone, with a check, to retrieve the documents.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Michelle L. Beal

Michelle L. Beal
Legal Assistant
For the Firm

100047

4/3/95

File 1st
6/1/8
Jong
Withdrawal
C.U.S.

SECRET
JUN 18 AM 9:21
ALLAHABAD FLORIDA

(Name of Corporation)

(Incorporated Under Laws Of)

(City/ State /Zip)

Signature

Title

Typed or printed name

Date _____