TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA 409 EAST GAINES STREET

TALLAHASSEE, PL 32399

FAX: (904) 922-4000

CONTACT: KINDERLY

PHONE: (302) 575-0440 FAX: (302) 575-1346

(((H95000004769))) QUALIFICATION

NAME: THE NATHEWS GROUP INC.

FAX AUDIT NUMBER: H95000004769

DATE REQUESTED: 04/28/1995

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FROM: THE COMPANY CORPORATION

CHRISTINA CENTRE THREE WILMINGTON DE 19801-

ANDRAG

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FOREIGN PROFIT

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## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE POLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE

| Name of corporations must include the word NCONFORATED, CONFORATION of words of abbreviations of the import in tempure to well deally indicate that it is a corporation tracked of a natural person or personally in the second of the internal person of personally indicate that it is a corporation tracked of a natural person or personally in the second of the internal person of personally indicate that it is a corporation tracked of a natural person or personally indicate that it is a corporation tracked of a natural person or personally indicated in the incorporation of the internal personal in the incorporation in the second of a natural personal indicated in the incorporation in the second of personal indicated in the incorporation authorized in them easily of coursely to be carried out in the signs of Floridal in its internal personal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in the signs of Floridal indicated in the incorporation in t

## 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.

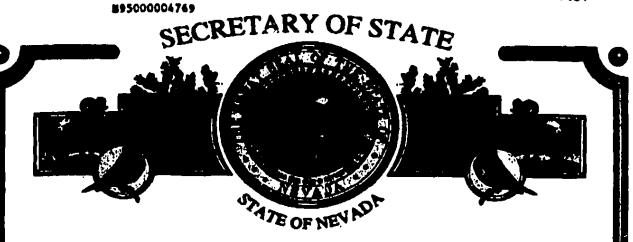
(Registered agent's signeture)

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.

Submitted by: R Andres, The Company Corp., 201 N. Walnut St., Wilmington, DE 19801 H95000004769.

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12. Nar	nes and addresses of officers and/or di	irectors:	•
A. D	IRECTORS		
	Chairman: Jan H	mathems	
	, Address: 1020 G		
	··· Ft. Lau	sterdale FL 33315	_
	Vice Chairmen:		•
•	Address:		
			•
<del>nasia (1771),</del> sa sani <b>(1</b> s	Director:		
6.7	Address:		
•			
	Director:		
	Address:		
B. 01	FICERS		
	President Jan H. K	Natherie	
	Address: 1020 Gual		<i>9</i>
•	Ft. Loude	rdale, FL.33315	A S.
	Vice President Sum!		18 28 18 28
	Address:		
<u></u>	And the second of the second o	ر می از این	PH
	Secretary:	1 H. Matha &	306.
	Address: 1020 Gua	18 e	5. SF
	15 Land	endale PL 33315	
	Treasurer: 500L		
	Address:		
OTE: H	necessary, you may attach an addend	um to the application fating addition	al officer
ind/or din	ictors.		el Uinco/S
3	Del: mate	•	
Signet	ire of Charlyters, Vice Chairman, or any officer a	ered in number 12 of the application)	
4:	Jon H. Matheus	President	
ΩN	sed or primed name and capacity of person sig	hing application)	



## 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, THE MATHEWS GROUP, 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 corporation powers and functions recited in its charter or articles of incorporation, and is in good a standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seat of State, at my office, in Cerson City, Nevaula, this 6th day of April, 1995.

Secretary of State

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