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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-03/16/95--01102--014
*****78.75 *****78.75

SUBJECT: INBESTECH Incorporated
(Name of corporation - must include suffix)

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:

DONALD E. COURTNEY
(Name of Person)

INVESTECH, LTD
(Firm/Company)

4801 S. UNIVERSITY DR. STE. 205-E
(Address)

FT. LAUDERDALE, FL 33328
(City, State and Zip Code)

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

DONALD COURTNEY
(Name of Person)

at (305) 680-0554
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -8 PM 3:51

**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. INBESTECH Incorporated
(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. DELAWARE
(State or country under the law of which it is incorporated)

3. 65-0540086
(FEI number, if applicable)

4. DECEMBER 27, 1994
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. JAN 10, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4801 S. UNIVERSITY DR., STE. 205-E
FT. LAUDERDALE, FL. 33328
(Current mailing address)

8. MARKETING - IMPORT/EXPORT
(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: JASON KATES

Office Address: 4801 S. UNIVERSITY DR.

FT. LAUDERDALE

, Florida , 33328
(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.

Jason Kates
(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: DONALD E. COURTNEY
Address: 4801 S. UNIVERSITY DR. STE 205-E
FT. LAUDERDALE, FL 33328
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: DONALD E. COURTNEY
Address: 4801 S. UNIVERSITY DR. STE 205-E
FT. LAUDERDALE, FL 33328
Vice President: JASON M. KATES
Address: 4801 S. UNIVERSITY DR., STE. 205-E
FT. LAUDERDALE, FL 33328
Secretary: GEORGE V. CHESTEEN
Address: 1432 E. NORTHERN AVE.
PHOENIX, AZ 85020
Treasurer: _____
Address: _____

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.

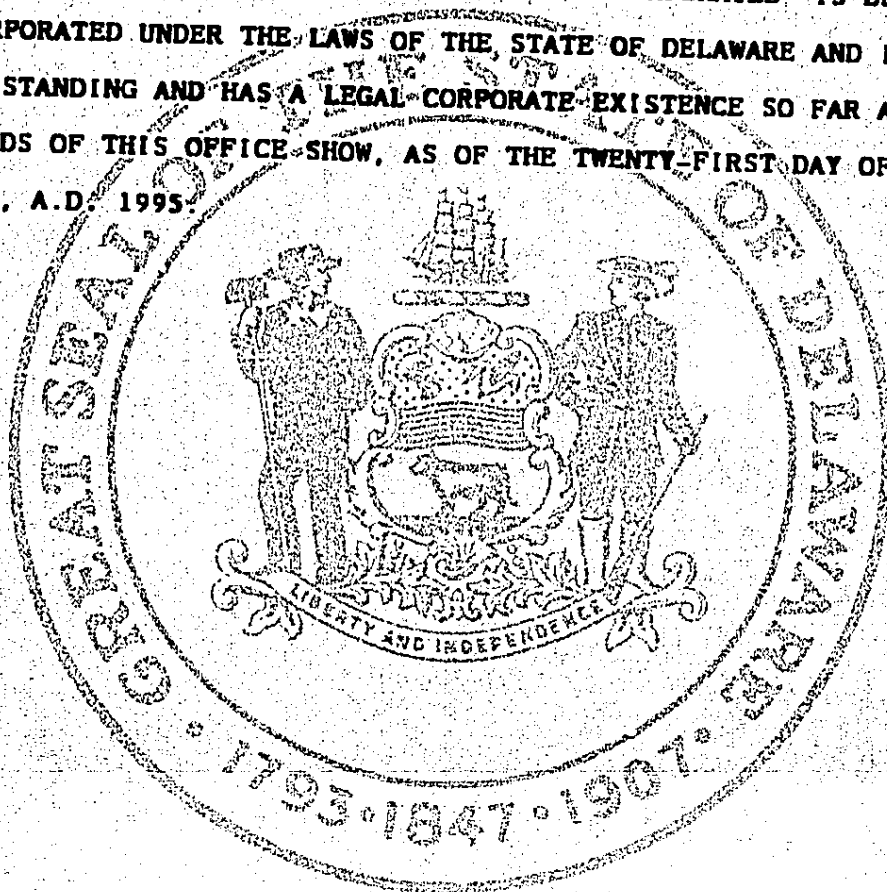
DONALD E. COURTNEY, CHAIRMAN
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INBESTECH INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7481058

04-21-95

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