

~~FE 15000002404~~ TOL FAN CORPORATION

Three Christ Church 301 N. Market Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-4346

May 9, 1995

Mr. Michael Minieri
5720 P.G.A. Blvd., #528
Orlando, FL 32839

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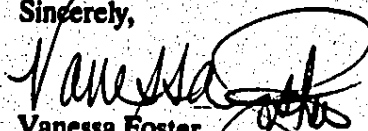
RE: TOLFAN CORPORATION

Dear Mr. Minieri:

Enclosed please find an original Certified Copy of Certificate of Incorporation and Certificate of Good Standing for your corporation.

Feel free to contact our office if additional assistance is needed.

Sincerely,


Vanessa Foster
Corporate Service Representative

Will wait

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: TOLFAN Corporation
(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:

c/o Stanley M. Danek - Esq.
(Name of Person)
TOLFAN Corporation
(Firm/Company)
2114 Great Oak Drive
(Address)
Tallahassee, Florida 32303-4310
(City, State and Zip Code)

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

Michael or Carla Minieri at (407) 351-8497
(Name of Person) 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

**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. TOLFAN Corporation
(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 3. 59--3308962
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 1, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o S.M. Danek - Esq.
2114 Great Oak Dr. - Tallahassee, Fl. 32303-4310
(Current mailing address)
8. Anything legal
(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: Mr. S.M. Danek - Esq.
Office Address: 2114 Great Oak Drive
Tallahassee, Florida, 32303-4310
(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.

Stanley M. Danek
(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: Michael Wm. Minieri
Address: 5720 PGA Blvd. #528
Orlando, Florida 32839

Vice Chairman: _____
Address: _____

Director: Carla M. Minieri
Address: same as president

Director: _____
Address: _____

B. OFFICERS

President: Michael Wm. Minieri
Address: 5720 PGA Blvd. #528
Orlando, Florida 32839

Vice President: Carla M. Minieri
Address: same as president

Secretary: Michael Wm. Minieri
Address: same as president

Treasurer: Carla M. Minieri
Address: same as president

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

13.

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

14.

Michael Wm. Minieri - President
(Typed or printed name and capacity of person signing application)

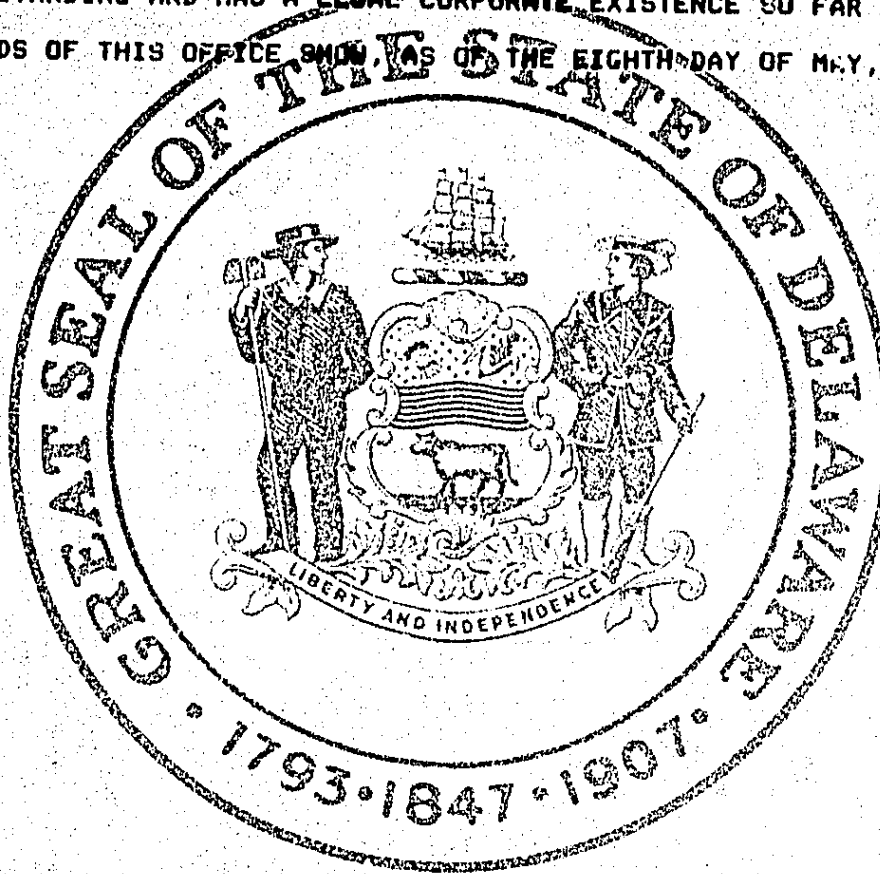
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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOLFAN CORPORATION" 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 EIGHTH DAY OF MAY, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7498648

DATE:

05-08-95