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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

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-06/09/95--01097--005
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SUBJECT: INTERNATIONAL VIDEOPALS FOUNDATION
(Name of corporation)

Dear Sir or Madam:

W95-11843

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

RICHARD RAY
(Name of Person)
INTERNATIONAL VIDEOPALS FOUNDATION
(Firm/Company)
533 Rutile Drive
(Address)
Ponte Vedra Beach, FL 32082
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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For further information concerning this matter, please call:

RICHARD RAY at (904) 285-6160
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. International VideoPals Foundation Incorporated

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)

2. CALIFORNIA

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

3. 33-0432375

(FEI number, if applicable)

4. 8-15-90

(Date of Incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 533 Rutile Drive

Ponte Vedra Beach, FL 32082

(Current mailing address)

8. Provide educational programs for students and educators

(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:

Richard Ray

(Name)

533 Rutile Drive

(Office address)

Ponte Vedra Beach

(City)

Florida, 32082

(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.

(Signature)
(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: Richard Ray
Address: 533 Rutile Drive
Ponte Vedra Beach, FL 32082

Vice Chairman: _____
Address: _____

Director: Michael Reta
Address: 2035 E. Orangegrove Ave.
Orange, CA 92667

Director: Ned Brines
Address: 4145 Via Marina #218
Marina Del Ray, CA 90292

B. OFFICERS

President: Richard Ray
Address: 533 Rutile Drive
Ponte Vedra Beach, FL 32082

Vice President: _____
Address: _____

Secretary: Michael Reta
Address: 2035 E. Orangegrove Ave.
Orange, CA 92667

Treasurer: Ned Brines
Address: 4145 Via Marina #218
Marina Del Ray, CA 90292

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. Richard Ray, Chairman + President
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 15th day of August, 19 90,

INTERNATIONAL VIDEOPALS FOUNDATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

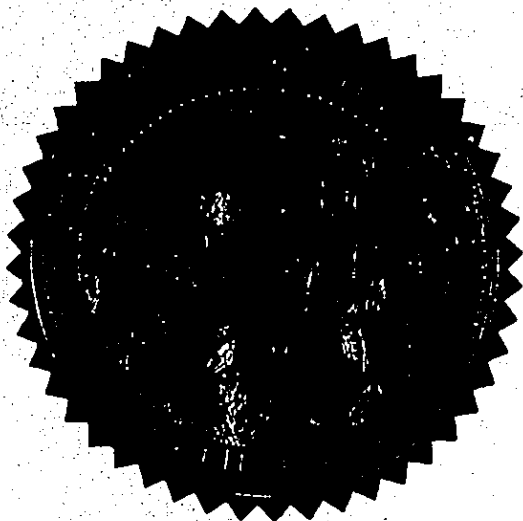
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
23rd day of March, 1995

Bill Jones
BILL JONES
Secretary of State





State of California

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **TONY MILLER**, Acting Secretary of State of the State of California, hereby certify:

That on the 15th day of August, 19 90,

INTERNATIONAL VIDEOPALS FOUNDATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

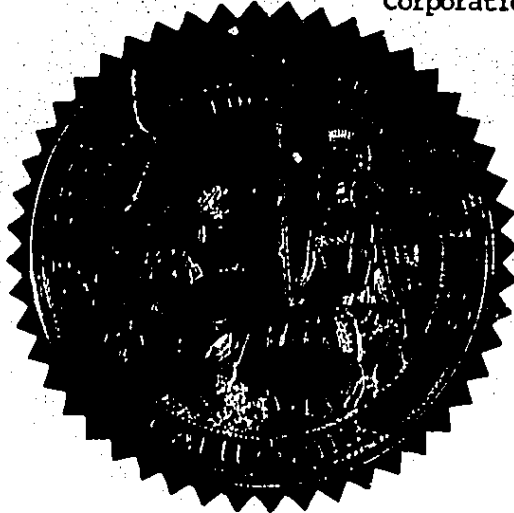
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

That said corporation is organized under the Nonprofit Public Benefit Corporation Law.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
18th day of October 1990

Tony Miller

Acting Secretary of State

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DIVISION OF CORPORATIONS
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