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LAW OFFICES
PERSON, FRANK and STEINER
PROFESSIONAL CORPORATION
2300 GRANT BUILDING
PITTSBURGH, PENNSYLVANIA 15219-2203

Telephone (412) 263-0500
FAX (412) 263-0965

May 26, 1995

BY FEDERAL EXPRESS

Florida Department of State
Foreign Qualifications
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/31/95--01083--012
*****70.00 *****70.00

Re: Tropical Marketing, Inc.

W95-11289

Dear Sir or Madam:

Enclosed please find the following in connection with the registration of the above-referenced Pennsylvania corporation as a foreign corporation in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida along with the Transmittal Letter;
2. Certificate of Good Standing in Pennsylvania;
3. Corporate Resolution authorizing the above-referenced entity to operate under the name "Tropical Marketing Group, Inc." in Florida; and
4. Check for the filing fee of \$70.00.

I have also enclosed a copy of the Application and a self-addressed stamped envelope so that you may return a file-stamped copy of the Application.

If you have any questions or require further information, please do not hesitate to contact me.

Very truly yours,


Bruce F. Rudoy

BFR/br

cc: Tropical Marketing, Inc.

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

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

SUBJECT: Tropical Marketing, Inc. (d/b/a Tropical Marketing Group, Inc.)
(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:

Bruce F. Rudoy, Esquire
(Name of Person)

Aderson, Frank & Steiner, P.C.
(Firm/Company)

2300 Grant Building
(Address)

Pittsburgh, Pennsylvania 15219
(City, State and Zip Code)

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

Bruce F. Rudoy, Esquire at (412) 263 - 0500
(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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1995

**BRUCE F. RUDDY, ESQUIRE
ADERSON, FRANK & STEINER
2320 GRANT BUILDING
PITTSBURGH, PA 15219**

**SUBJECT: TROPICAL MARKETING GROUP, INC.
Ref. Number: W95000011289**

We have received your document for TROPICAL MARKETING GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

All signatures must be originals. You may submit the original, signed documents, or you may have these photocopies signed. If you wish to have a stamped photocopy of your filing returned to you, please provide one when you return your application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

**Lee Rivers
Document Examiner**

Letter Number: 095A00027361

LAW OFFICES
ADERSON, FRANK and STEINER

A PROFESSIONAL CORPORATION
2300 GRANT BUILDING
PITTSBURGH, PENNSYLVANIA 15219-2203
Telephone (412) 263-0500
FAX (412) 263-0505

June 8, 1995

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DIVISION OF CORPORATIONS
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Florida Department of State
Foreign Qualifications
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

Re: Tropical Marketing, Inc.

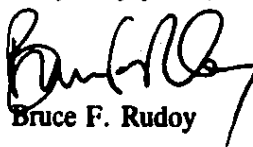
Dear Sir or Madam:

Per your request of your correspondence dated June 1, 1995, a copy of which I have enclosed for your reference, enclosed please find Application By Foreign Corporation For Authorization To Transact Business in Florida, and corporate resolution, both with original signatures.

As discussed, you initially received all documents on May 31, 1995, and per your instructions, I hereby request that you **PLEASE MAKE MAY 31, 1995 THE EFFECTIVE DATE OF REGISTRATION OF TROPICAL MARKETING GROUP, INC. TO TRANSACT BUSINESS IN FLORIDA.**

If you have any questions or require further information, please do not hesitate to contact me.

Very truly yours,


Bruce F. Rudoy

BFR/br

cc: Tropical Marketing, Inc.

1:USER\BFR\TROPICAL\FLA-COR2.LTR

TROPICAL MARKETING, INC.

**WRITTEN CONSENT OF DIRECTORS AND OFFICERS
IN LIEU OF A SPECIAL JOINT MEETING**


The undersigned, being the directors and officers of TROPICAL MARKETING, INC. (the "Corporation"), do hereby consent in writing pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law of 1988, to the adoption of the resolution and the corporate action hereinafter set forth and direct that it shall, in all respects, be deemed as a valid corporate action as though such action and resolution had been duly approved and authorized at a formal joint meeting of the directors and officers of the Corporation.

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RESOLVED, that the Corporation has applied to the State of Florida for a authorization to transact business in the State of Florida as a foreign corporation; and

RESOLVED, that the Corporation shall operate in the State of Florida under the fictitious name Tropical Marketing Group, Inc.

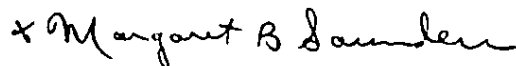
IN WITNESS WHEREOF, the undersigned directors and officers have executed this written consent waiving all notice requirements whether provided by statute or otherwise.



Michael J. Saunders



Margaret B. Saunders



Margaret B. Saunders

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. TROPICAL MARKETING, INC.

(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. Pennsylvania

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

3. _____

(FEI number, if applicable)

4. October 14, 1994

(Date of incorporation)

5. perpetual

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

6. _____

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))

7. 111 Cambridge Drive

McMurray, Pennsylvania 15317

(Current mailing address)

8. Travel related services

(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: Michael J. Saunders

Office Address: 250 Beach Road

Tequesta

, Florida, 33469

(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.

x [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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DIVISION OF CORPORATIONS
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22. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Michael J. Saunders

Address: 250 Beach Road
Tequesta, Florida 33469

Vice Chairman: Margaret B. Saunders

Address: 250 Beach Road
Tequesta, Florida 33469

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Michael J. Saunders

Address: same as above

Vice President: N/A

Address: _____

Secretary: Margaret B. Saunders

Address: same as above

Treasurer: Margaret B. Saunders

Address: same as above

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

13. X [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Saunders, President and Director
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 12, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

TROPICAL MARKETING, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

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