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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-05/26/95--01011--007
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SUBJECT: 'M' WARE, Co.
(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:

R. CERCHIO
(Name of Person)
'M' WARE Co
(Firm/Company)
1201 S. 21st Ave.
(Address)
Hollywood, FL 33020
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 14 AM 9:28

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

R. CERCHIO at (305) 926-5916
(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

Name conflict
Doc# 606071

**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. M'WARE CO.
(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. 04-3165611
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/28/92 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT AS OF YET
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1201 S. 21st Ave.
HOLLYWOOD, FL. 33020
(Current mailing address)

8. HOLDING COMPANY
(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: R. C. CATHO

Office Address: 1201 S. 21st Ave
HOLLYWOOD, FL, Florida, 33020
(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.


(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.

12. 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 MORAN

Address: 1201 S 21st Ave
HOLLYWOOD, FL. 33020

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: MICHAEL MORAN

Address: 1201 S 21st Ave
HOLLYWOOD, FL. 33020

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. MICHAEL MORAN, President
(Typed or printed name and capacity of person signing application)

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael Moran, do hereby certify
that this Resolution of the Board of Directors of 'M' WARE Co.,
a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on May 31, 1995.

Resolved, that 'M' WARE Co, organized
and existing in the State of Delaware, hereby adopts the
name 'M' WARE, Co. of Delaware for use in Florida.

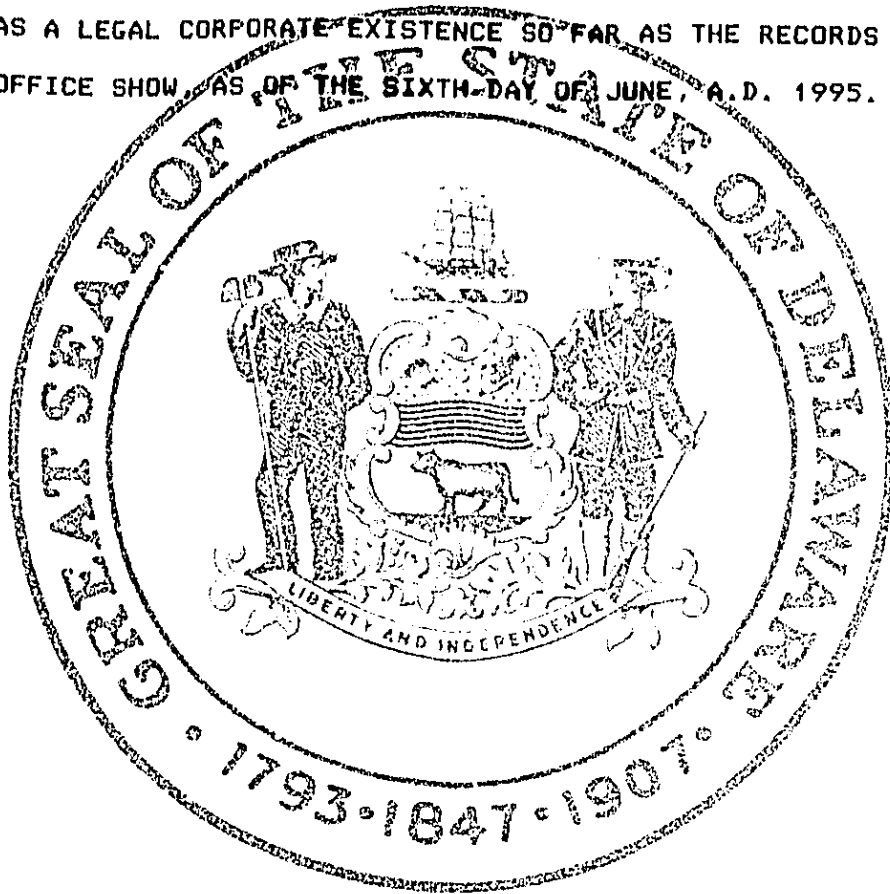
Dated: May 31, 1995



Signature of at least one director

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M'WARE, CO." 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 SIXTH DAY OF JUNE, A.D. 1995.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7528132

DATE: 06-06-95