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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300001507933
-06/08/95--01002--019
****122.50 ****122.50

SUBJECT: LIFE CAPITAL 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:

THOMAS BARRY ANDE
(Name of Person)
Performance Marketing Group
(Firm/Company)
1400 Centrepark Blvd., Ste 300
(Address)
West Palm Beach, FL 33401
(City, State and Zip Code)

W-95-11749

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

Noleen Munroe at (407) 640 - 0200
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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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 9, 1995

THOMAS BARRY ANDE
PERFORMANCE MARKETING GROUP
1400 CENTREPARK BLVD., STE 300
WEST PALM BEACH, FL 33401

SUBJECT: LIFE CAPTIAL, INC.
Ref. Number: W95000011749

We have received your document for LIFE CAPTIAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 895A00028400

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

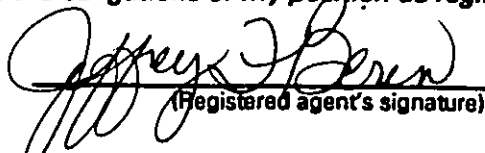
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. LIFE CAPITAL 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. OREGON 3. 93-1145479
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 6, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1500 SW First Suite 895
Portland, OR 97201
(Current mailing address)
8. Marketing and Financial 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: Jeffrey Berin, P.A.
Office Address: 324 Datura Street, Ste 200
West Palm Beach, Florida, 33401
(Zip Code)

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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:

A. DIRECTORS

Chairman: THOMAS BARRY ANDE

Address: 3511 S. Flagler Drive

West Palm Beach, FL 33405

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: THOMAS BARRY ANDE

Address: 3511 S. Flagler Drive

West Palm Beach, FL 33405

Vice President: _____

Address: _____

Secretary: THOMAS BARRY ANDE

Address: 3511 S. Flagler Drive

West Palm Beach, FL 33405

Treasurer: _____

Address: _____

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

13.

Thomas Barry Ande
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

THOMAS BARRY ANDE
(Typed or printed name and capacity of person signing application)

STATE OF OREGON

Office of the Secretary of State Corporation Division

I, *Janet Sullivan*, Director of the Corporation Division,
DO HEREBY CERTIFY:

L. & CAPITAL, INC.

was
incorporated
under the Oregon
Business Corporation Act
on

June 6, 1994

and is active on the records of the Corporation
Division as of the date of this certificate.



Janet Sullivan
Director

BY

DATE May 31, 1995

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