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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300001522683
-06/26/95--01025--001
*****78.75 *****78.75

SUBJECT: R.J. Reed, Inc.,
(Name of corporation)

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:

Marc J. Soss, Esq.
(Name of Person)

(Firm/Company)
1151 Fairlake Trace, #1750
(Address)

Ft. Lauderdale, FL 33326
(City, State and Zip Code)

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

Marc J. Soss, Esq. at (305) 384-6766
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUN 26 1995

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF

RAND MANAGEMENT, INC.
(DELAWARE CORPORATION)

RESOLVED, that in the judgement of the Board of Directors of Rand Management, Inc. ("Corporation"), it is in the best interest of the Corporation to register as a Foreign Corporation in the state of Florida.

FURTHER RESOLVED, that because the name Rand Management, Inc. is unavailable in the state of Florida that the Corporation register under the name "R.J. Rand, Inc." with the Florida Secretary of State Division of Corporations.

FURTHER RESOLVED, that all business conducted in the state of Florida be operated under the name "R.J. Rand, Inc".

DATE 6-10-1983.



MICHELLE RAND, DIRECTOR and OFFICER
RAND MANAGEMENT, INC.

6-10-1983
R.J. Rand, Inc.
Secretary of State
Division of Corporations
Tallahassee, Florida

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:

Rand Management, Inc. under the name "R.J.Rand, Inc." in the state of FL

1. Delaware
(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. 65-0582504
(State or country under the law of which it is incorporated) (FEI number, if applicable)
3. May 4, 1995
(Date of incorporation)
4. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
5. upon acceptance by the
Secretary of State of Florida
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 817.155, F.S.)
6. 1505 N.W. 178 Lane, Pembroke Pines, FL 33029

(Current mailing address)

7. Marketing consulting and any lawful business authorized under the
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
laws of the State of Florida
8. Name and street address of Florida registered agent:

Name: Marc J. Soss

Office Address: 11050 Minneapolis Drive

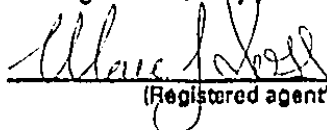
Cooper City, FL

Florida, 33026

(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:

A. DIRECTORS

Chairman: Robert J. Rand
Address: 1505 NW 178 Lane
Pembroke Pines, FL 33029

Vice Chairman: Michelle Rand
Address: 1505 NW 178 Lane
Pembroke Pines, FL 33029

Director: Robert J. Rand
Address: (above)

Director: Michelle Rand
Address: (above)

B. OFFICERS

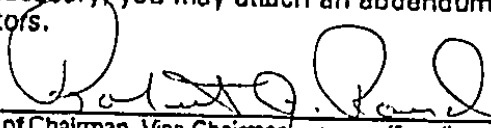
President: Robert J. Rand
Address: 1505 NW 178 Lane
Pembroke Pines, FL 33029

Vice President: Michelle Rand
Address: (above)

Secretary: Michelle Rand
Address: (above)

Treasurer: Robert J. Rand
Address: (above)

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. Robert J. Rand
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAND MANAGEMENT INC." 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 JUNE, A.D. 1995.

FILED
SECRETARY OF STATE
JUN 26 1995
DE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7531512

DATE: 06-08-95