

F9500003453

TO: Qualification/Tax Lien Section
Division of Corporations

400001587564
-07/14/95--01013--002
*****78.75 *****78.75

SUBJECT: Rand America USA 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:

Jun Ruales
(Name of Person)
Rand America USA Inc.
(Firm/Company)
1560 Broadway, Suite 714
(Address)
New York, NY 10036
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 19 PM 6:00

mtm

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

Jun Ruales at (212) 764-1604
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1995

JUN RUALES
1560 BROADWAY, STE 714
NEW YORK, NY 10036

SUBJECT: RAND AMERICA USA, INC.
Ref. Number: W95000014229

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 19 PM 6:00

We have received your document for RAND AMERICA USA, INC. and your check(s) totaling \$78.75. 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 995A00033937

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. Rand America USA, 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. New York
(State or country under the law of which it is incorporated)
3. 13-3569971
(FEI number, if applicable)
4. May 7 1990
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1560 Broadway Suite. 714
New York NY 10036
(Current mailing address)
8. Direct Marketing
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: USA Discount Warehouse
Office Address: 36459 U.S. 19N
Palm Harbor, Florida, 34684
(Zip Code)

Document # P94000083763
Address used during registration - 1971 Fairway Circle East
Dunedin, FL 34698

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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lynda Ain

Address: 1560 Broadway Suite 714
New York, NY 10036

Director: _____

Address: _____

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

President: Joseph Cicillo

Address: 330 East 75th St
New York, NY 10021

Vice President: _____

Address: _____

Secretary: Lynda Ain

Address: 1560 Broadway
New York, NY 10036

Treasurer: _____

Address: _____

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

13. Lynda Ain
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

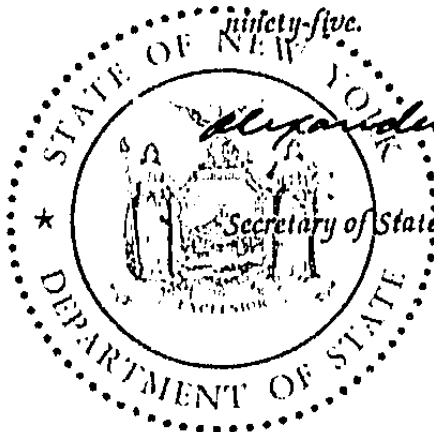
14. Lynda Ain CEO
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of RAND AMERICA U.S.A. INC. was filed on 05/07/1990, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that no far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of June
one thousand nine hundred and

ninety-five.



Alexander F. Treadwell

199507030044

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 19 PM 6:00