

May 26, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Better Buys Ltd.
9410132442706

W95-13802

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

enc.

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95 JUL 20 PM 3:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Better Buys, LTD. (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. Delaware 3. 58-2143447 090412
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/13/94 5. perpetual
(Date of Incorporation) (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. 115 OAK Ridge Ave
Temple Terrace FL 33617
(Current mailing address)

8. ANY MANUFACTURE OR ACTIVITY FOR WHICH CORPORATIONS MAY BE
(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: LARRY WOLFE

Office Address: 200 A JOHN KNOX RD

TALLAHASSEE, Florida, 32303
(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.

SEE ATTACHED
(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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UNDER LAWS OF
DELAWARE + FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Gordon Carter
Address: 115 Oak Ridge Ave
Temple Terrace, FL 33617

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gordon Carter

Address: 115 OAK Ridge Ave
Temple Terrace, FL 33617

Vice President: _____

Address: _____

Secretary: Gordon Carter

Address: 115 OAK Ridge Ave
Temple Terrace, FL 33617

Treasurer: _____

Address: _____

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

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

14. Gordon Carter
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Better Buys, Ltd. (Inc.)
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Temple Terrace, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

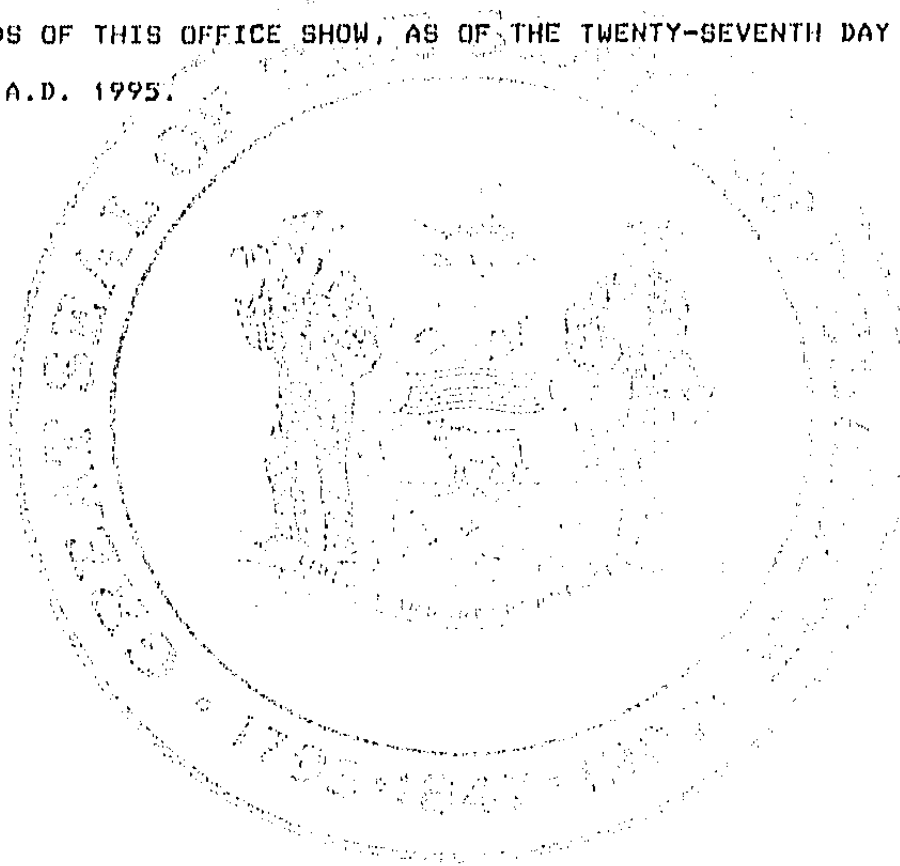

Larry Wolfe

5/25/95
Date

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95 JUN 20 PM 3:16

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BETTER BUYS, LTD." 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 20 PM 3:16



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 06-27-95