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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: HALPERN ASSOCIATES, 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:

MARC HALPERN

(Name of Person)

(Firm/Company)

16530 TIMBERLAKES DRIVE

(Address)

FORT MYERS, FLORIDA 33908

(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

MARC HALPERN at (941) 481-4615
(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

**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:**

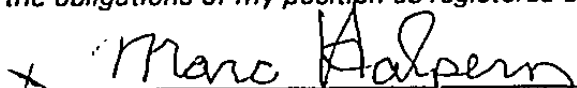
1. HALPERN ASSOCIATES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK 3. 11-1115730
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3-30-1938 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 16530 TIMBERLAKES DRIVE
FORT, MYERS, FLORIDA 33908
(Current mailing address)
8. SALES & ANY OTHER BUSINESS ACTIVITIES ALLOWED BY STATUTES
(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: MARC HALPERN
Office Address: 16530 TIMBERLAKES DRIVE
FORT MYERS, Florida, 33908
(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.

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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: MARC HALPERN

Address: 16530 TIMBERLAKES DRIVE
FORT MYERS, FLORIDA 33908

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: MARC HALPERN

Address: 16530 TIMBERLAKES DRIVE
FORT MYERS, FLORIDA 33908

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. X Marc Halpern
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

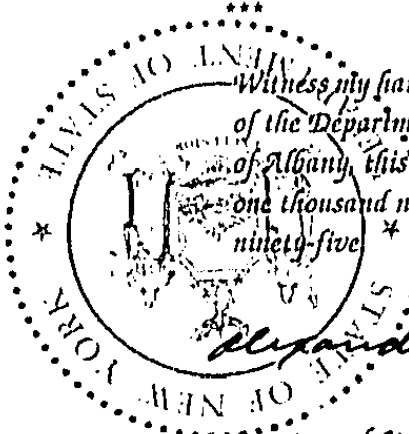
14. MARC HALPERN, PRESIDENT & CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of HALPERN ASSOCIATES, INC. was filed on 03/30/1938, under the name of NATIONAL BACKING CORPORATION, fixing the duration as perpetual, 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 so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NATIONAL BACKING CORPORATION, changing name to NATIONAL RUBBER & BACKING CORP., was filed 05/05/1980.

A Certificate of Amendment NATIONAL RUBBER & BACKING CORP., changing name to HALPERN ASSOCIATES, INC., was filed 05/18/1995.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of July
one thousand nine hundred and
ninety-five

Alexander F. Treachwell
Secretary of State

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