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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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*****70.00 *****70.00

SUBJECT: Christian Connection, 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:

Bryan Mick
(Name of Person)
Betterman Katelman & Hotz
(Firm/Company)
444 Regency Parkway Drive, Suite 302
(Address)
Omaha, Nebraska 68114
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

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

Bryan Mick at (402) 393 8600
(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

BETTERMAN & KATELMAN

ATTORNEYS AT LAW

W. PATRICK BETTERMAN
JOHN B. KATELMAN
MARY LOU PERRY
DAVID S. MECK
DANIEL P. BRADY
*BRUCE B. URSIN

LAKE RICHMOND BUILDING
441 RICHMOND PARKWAY DRIVE
SUITE 302
OMAHA, NEBRASKA 68114-3779
TELEPHONE (402) 393-8600
FACSIMILE (402) 393-8643

ALL ATTORNEYS ADMITTED IN NEBRASKA
* ALSO ADMITTED IN ILLINOIS

August 22, 1995

Via Telefax: (904) 487-6013

Mr. Doug Dickinson
Office of Florida Secretary of State

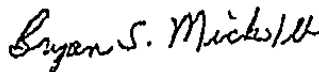
RE: Christian Connection, Inc. d/b/a Hildon Limited U.S.A.

Dear Mr. Dickinson:

Pursuant to our earlier discussion, I have confirmed with the principals of my client the appropriate corporate suffix to use with Hildon Limited U.S.A. Please let your records reflect on the application to do business as a foreign corporation and the Board of Directors Resolution that I forwarded to you the corporate name of "Hildon Limited U.S.A., Inc.", which revisions have been approved by the shareholders and directors of Christian Connection, Inc.

Thank you for your assistance, and if you have any additional questions or comments, please do not hesitate to call.

Very truly yours,



Bryan S. Mick
For the Firm

BSM:lh

SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
CHRISTIAN CONNECTION, INC.

A special meeting of the Board of Directors of Christian Connection, Inc., a Delaware Corporation (the "Corporation") was held on the 3rd day of July, 1995, at the offices of Bottorman Katelman & Hotz, 444 Regency Parkway Drive, Suite 302, Omaha, Nebraska 68114, pursuant to a Waiver of Notice theroforo signed by the Directors.

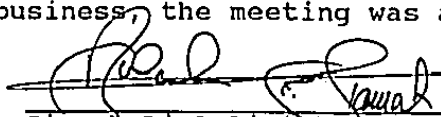
Siamak Djalali was present and acted as Chairman and Gary Katelman acted as Secretary of the meeting.

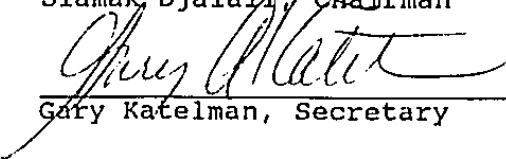
The Chairman announced that an Application by Foreign Corporation for Authorization to Transact Business in Florida had been prepared by the Corporation's legal representatives for filing with the Secretary of State's office in the State of Florida. The Chairman further announced that another corporation named Christian Connection, Inc. was either previously incorporated in the State of Florida or authorized to transact business in the State of Florida under the name of Christian Connection, and that it was therefore necessary for the Board of Directors to adopt a specific resolution authorizing the Corporation to transact business in Florida under a substitute corporate name.

Upon motion duly made and seconded, and after the appropriate discussion by the Directors, the following resolution was unanimously adopted:

RESOLVED, that the Corporation be, and hereby is authorized and empowered to transact business in the State of Florida under the name "Hildon Limited U.S.A., Inc." and that the Vice President of the Corporation, Gary Katelman be, and he hereby is authorized and empowered to execute the Application by Foreign Corporation for Authorization to Transact Business in Florida, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference, file the same with the Secretary of State for the State of Florida and take all such additional action and execute such other documents that he may deem necessary to properly qualify the Corporation to transact business in the State of Florida.

There being no further business, the meeting was adjourned.


Siamak Djalali, Chairman


Gary Katelman, Secretary

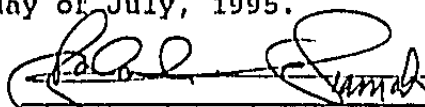
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WAIVER AND CONSENT

The undersigned, being all the directors of Christian Connection, Inc., a Delaware Corporation, hereby waive notice of the time, place and purpose of the Special Meeting of the Board of Directors of Christian Connection, Inc. described in the above and foregoing Minutes and hereby ratify, approve and consent to all actions taken and resolutions adopted at said meeting as reflected in the above and foregoing minutes.

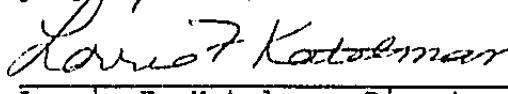
Executed as of the 3rd day of July, 1995.



Eiamak Djalali, Director



Gary Katelman, Director



Lorrie F. Katelman, Director



Beth Djalali, Director

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**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. Christian Connection, 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. 47-0787005
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/31/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Berterman Katelman & Hottel
444 Regency Parkway Drive, Suite 302, Omaha, NE 68114
(Current mailing address)

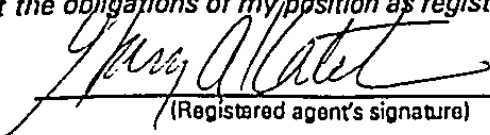
8. To engage in any lawful act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Gary Katelman
Office Address: 12681 Maypar Drive
Boca Raton, Florida, 33428
(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

Director ~~Chairman~~: Gary Katelman
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Director ~~Vice Chairman~~: Lorrie F. Katelman
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Director: Siamak Djalali
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Director: Beth Djalali
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

B. OFFICERS


President: Siamak Djalali
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Vice President: Gary Katelman
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Secretary: Beth Djalali
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

Treasurer: Lorrie F. Katelman
Address: c/o Betterman Katelman & Hotz
444 Regency Parkway Drive, Suite 302
Omaha, Nebraska 68114

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

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

14. Gary A. Katelman, Vice President
(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 "CHRISTIAN CONNECTION, 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 TWENTY-FIFTH DAY OF MAY, A.D. 1995.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7517670
DATE: 05-25-95