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1201 HAYS STREET

800-342-8086



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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 686472 163064A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 19, 1995

ORDER TIME : 11:29 AM

ORDER NO. : 686472

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-09/19/95--01086--007
*****78.75 *****78.75

CUSTOMER NO: 163064A

CUSTOMER: John S. Bohatch, Esq
Richman, Guttenmacher, Et Al
Biscayne Bldg., 14th Floor
19 West Flagler Street
Miami, FL 33130

FOREIGN FILINGS

NAME: MARKVISION HOLDINGS, INC.

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

95 SEP 19 PM 1:38
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE
SUBMITTED TO
STATE OF FLORIDA

SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE

1. MARKVISION HOLDINGS, 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. BRITISH VIRGIN ISLANDS 3. 65-0590147
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 7, 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JULY 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. C/O MITCHELL S. FUERST
RICHTMAN, GUTTENMACHER, BOHATCH & FUERST
19 FLAGLER STREET, 14th FLOOR, MIAMI, FL 33130-4410
(Current mailing address)

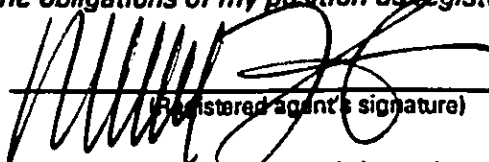
8. TO COORDINATE THE DISTRIBUTION OF COMPUTER COMPONENTS TO SOUTH AMERICA
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: MITCHELL S. FUERST
RICHTMAN, GUTTENMACHER, BOHATCH & FUERST
Office Address: 19 FLAGLER STREET, 14th FLOOR
MIAMI, Florida, 33130-4410
(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: ROMEO B. CRESPO

Address: JUAN FERRARI 1329

SOUTH CARRASCO, MONTEVIDEO CP11500 URUGUAY

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ROMEO B. CRESPO

Address: SAME AS ABOVE

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____


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

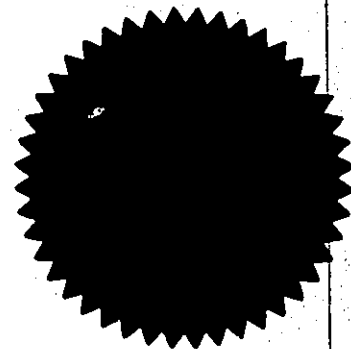
13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROMEO B. CRESPO, PRESIDENT
(Typed or printed name and capacity of person signing application)

I, David Raworth, Notary Public in Road Town, Tortola, British Virgin Islands, DO
HEREBY CERTIFY that the signatures which appear on the foregoing Registered
Agent's Certificate are the true and correct signatures of Tim van Dijk and Linda
Romney as Attorneys-in-fact of Citco B.V.I. Limited.

Dated: August 14, 1995.


David Raworth
Notary Public



APOSTILE

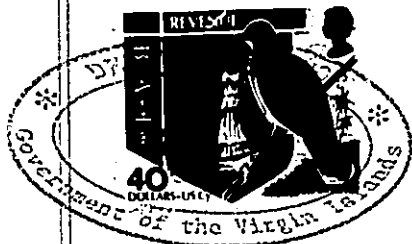
(Convention de la Haye du 5 Octobre 1961)

1. Country: Tortola, Virgin Islands
This public document
2. has been signed by: David Raworth
3. acting in the capacity of Notary Public
4. bears the seal/stamp of said David Raworth

CERTIFIED

5. at the Deputy Governor's Office
6. the 14th August 1995
7. by Elton Georges O.B.E., Deputy Governor
8. No. D.O. 4132
9. Seal/stamp:

.....





REGISTERED AGENT'S CERTIFICATE

OF

MARKVISION HOLDINGS INC.

We, CITCO B.V.I. LIMITED, whose registered office is at Citco Building, P.O. Box 662, Road Town, Tortola in the British Virgin Islands as Registered Agent of MARKVISION HOLDINGS INC., (the "Company"), whose registered office is at the same address, HEREBY CERTIFY that according to our records and to the best of our knowledge and belief, the Company was incorporated on December 7th, 1994, and as evidenced by the documents on file with us, the Company is in good legal standing.

Dated: August 14, 1995.


CITCO B.V.I. LIMITED
Registered Agent

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March 7, 1997

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: MarkVision Holdings, Inc.

Dear Sirs:

Upon receipt, please have your corporate records, for the above-referenced corporation corrected to reflect the following information:

Principal Place of Business:	7620 N.W. 25th Street Miami, FL 33122
Registered Agent:	Mitchell S. Fuerst 7630 N.W. 25th Street Miami, FL 33122
Remove:	19 W. Flagler Street Miami, FL 33130

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If you have any questions, please feel free to call me.

Very truly yours,

MARKVISION HOLDINGS, INC., BVI

Romeo Crespo

Romeo Crespo

RC/slr

Change corporate address only

97 MAR 10 1997