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EDWARDS & ANGELL
COUNSELLORS AT LAW
since 1894

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October 3, 1995

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Re: Vehicle Value Systems, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the subject corporation is an Application by Foreign Corporation for Authority to Transact Business in Florida, together with a Certificate of Existence and Good Standing from the State of Connecticut, and a check in the amount of \$70.00 for your filing fee. Please indicate receipt for filing on the extra copy of the Application provided and return it to the undersigned together with your acknowledgment.

Sincerely,

Rebecca Black

Rebecca Fortuna Black
Certified Legal Assistant

Encls.

cc: Katherine A. Haller
Jonathan E. Cole, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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:**

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1. Vehicle Value Systems, 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. Connecticut
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. January 20, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing and acceptance of this Application.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Vehicle Value Systems, Inc.
70 Pheasant Run Avon, CT 06001
(Current mailing address)
8. The nature of the business and the object and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful activity or activities for which corporations may be organized under the general corporation laws of the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Connecticut.)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Jonathan E. Cole, Esq.
c/o EDWARDS & ANGELL
Office Address: 250 Royal Palm Way,
Palm Beach, Florida, 33480
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert Brummer

Address: 70 Pheasant Run Avon CT 06001

Vice Chairman: _____

Address: _____

Director: W. Tynan Brown

Address: 132 South Mill Drive

South Glastonbury, CT 06073

Director: Laurie M. Shannon

Address: 181 Berkley Place Brooklyn, NY 11217

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

President: Robert C. Brummer

Address: 70 Pheasant Run

Avon, CT 06001

Vice President: W. Tynan Brown

Address: 132 South Mill Drive

South Glastonbury, CT 06073

Secretary: W. Tynan Brown

Address: 132 South Mill Drive

South Glastonbury, CT 06073

Treasurer: Robert C. Brummer

Address: 70 Pheasant Run Avon, CT 06001

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

13. W. Tynan Brown, Vice President + Secretary 9/4/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. TYNAN BROWN, VICE PRESIDENT + SECRETARY
(Typed or printed name and capacity of person signing application)

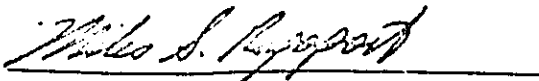
Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

THE VALUE SYSTEMS, INC.

incorporated
good standing

laws of Connecticut is in existence and in



Secretary of the State

Date Issued: September 6, 1995

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