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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: IP Corporation of Pennsylvania
(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:

Richard Morgenstern, CPA
(Name of Person) **800001663118**
Morgenstern & Associates
(Firm/Company) **-12/15/95--01090--003**
*******70.00 *****70.00**
Promenade North - Suite 3011
(Address) **W 12/18**
Voorhees, NJ 08043
(City/State/Zip)

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

Richard Morgenstern
(Name of Person) at (609) 489-0222
(Area Code & Daytime Telephone Number)

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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF
IP CORP.**

A meeting of the Board of Directors of **IP CORP.**, a Delaware corporation, was held at 2715 Meadowood Drive, Ft. Lauderdale, FL, on December 13, 1993.

The Directors present at such meeting constituted a quorum of the authorized number of Directors of the corporation. The Directors present at the meeting were Howard Appel.

Howard Appel acted as Chairman of the meeting, and Howard Appel acted as Secretary. After discussion, the following resolution was approved:

RESOLVED, that :

The corporation will change its corporate name for purposes of satisfying the Florida statutes to IP Corporation of Pennsylvania to obtain a certificate of authority to do business in Florida.

On motion duly made and carried, the meeting was adjourned.

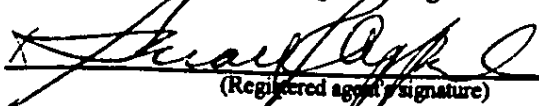
Dated: December 13, 1993


Secretary

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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. IP Corp.
(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
(State or country under the law of which it is incorporated)
3. 65-0358473
(FEI number, if applicable)
4. 9/16/92
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/94
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2715 Meadowood Drive
Ft. Lauderdale, FL 33332
(Current mailing address)
8. To engage in any lawful act or activity for which corp. may be organized under the gen'l
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of corp law of Delaware
Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT**
acceptable)
Name: Gerald M. Appel
Office Address: 2715 Meadowood Drive
Ft. Lauderdale, Florida, 33332
(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: Howard M. Appel

Address: 401 City Avenue, Suite 725, Bala Cynwyd, PA 19004

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Howard M. Appel

Address: 401 City Avenue, Suite 725

Bala Cynwyd, PA 19004

Vice President: _____

Address: _____

Secretary: Howard M. Appel

Address: 401 City Avenue, Suite 725

Bala Cynwyd, PA 19004

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)

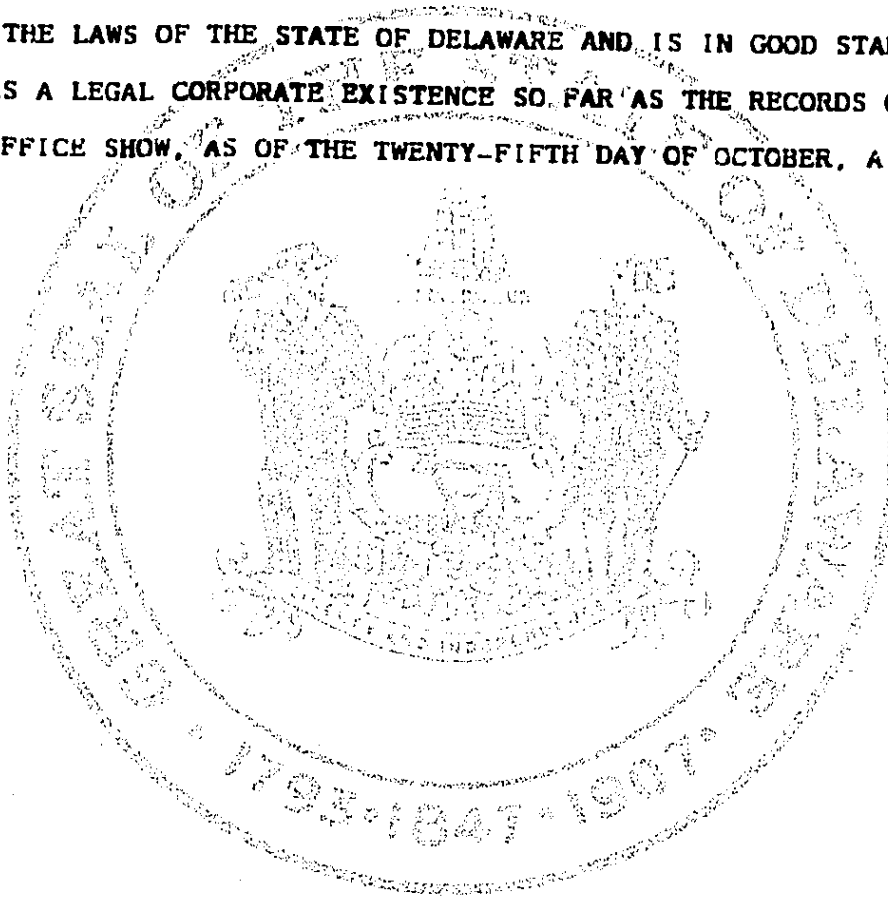
14. _____

Howard M. Appel, President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I.P. CORP." 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 OCTOBER, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7686973

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