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TO: Qualification/Tax Lien Section
Division of Corporations

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-01/03/96--01061--002
*****78.75 *****78.75

SUBJECT: RICHARD WONDER & 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:

RICHARD WONDER
(Name of Person)

RICHARD WONDER & ASSOCIATES, INC
(Firm/Company)

2400 EAST LAS OLAS BOULEVARD, SUITE 282
(Address)

FORT LAUDERDALE, FL 33301
(City/State/Zip)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

RICHARD WONDER at (305) 463-6395
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. RICHARD WONDER & 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
(State or country under the law of which it is incorporated)
3. FED TAX ID# 13-3830519
(FBI number, if applicable)
4. 4/27/95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT YET STARTED - WAITING FOR YOUR APPROVAL
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2400 EAST LAS OLAS BOULEVARD, SUITE 282
FORT LAUDERDALE, FL 33301
(Current mailing address)
8. PERSONNEL AGENCY / PLACEMENT
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: RICHARD WONDER
Office Address: 2400 EAST LAS OLAS BOULEVARD, SUITE 282
FT. LAUDERDALE, Florida, 33301
(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.

Richard Wonder
(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: RICHARD WONDER
Address: 2400 EAST LAS OLAS BOULEVARD, SUITE 282, FORT LAUDERDALE, FL 33301

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: RICHARD WONDER
Address: 2400 EAST LAS OLAS BOULEVARD, SUITE 282
FORT LAUDERDALE, FL 33301

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

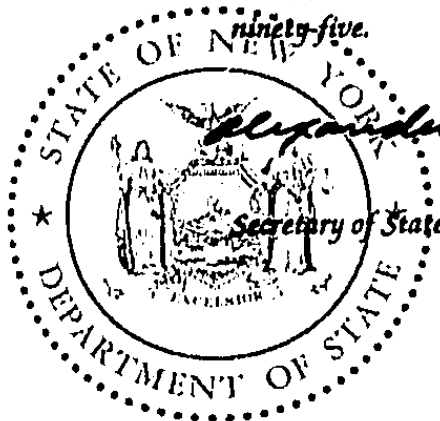
13. Richard Wonder
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD WONDER
(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 RICHARD WONDER & ASSOCIATES, INC. was filed on 04/27/1995, with perpetual duration, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of December
one thousand nine hundred and
ninety-five.



Alexander F. Treadwell

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