

F9600000322

HALL, DICKLER, ROMANIA, INC. & SONS, L.L.C.

909 THIRD AVENUE
NEW YORK, NY 10022-9998

TELEPHONE 212 339-5400
TELEFAX 212 935-3121

WRITER'S DIRECT DIAL NUMBER
212-339-5435

January 10, 1996

96/1/18
96 JAN 17 PM 4:21
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

800001690918
-01/17/96--01083--002
*****70.00 *****70.00

Attention: Qualification Section

Re: Respect Capital Group, Inc.

Dear Sir or Madam:

I enclose for filing the following documents to qualify Respect Capital Group, Inc., a Delaware corporation, to do business in the State of Florida:

1. An executed original and one (1) photocopy of the Application By Foreign Corporation For Authorization To Transact Business in Florida;
2. Good Standing Certificate of Respect Capital Group, Inc. issued by the Delaware Secretary of State on December 14, 1995; and
3. Filing check in the amount of \$70 payable to the Department of State for the requisite filing fees.

For your information, the name "Respect Capital Group, Inc." was reserved in Florida on our behalf on December 19, 1995 (Reservation Number R95000005722). Please return a date-stamped copy of the application to the undersigned evidencing the filing of same. I have enclosed a return stamped envelope for your convenience.

WHITE PLAINS, NY
11 MARTINE AVENUE
WHITE PLAINS, NY 10606-1940
TELEPHONE 914 428-3232
TELEFAX 914 428-1660

LOS ANGELES, CA
2029 CENTURY PARK EAST
LOS ANGELES, CA 90067
TELEPHONE 310 203-8410
TELEFAX 310 203-8559

BUCHAREST, ROMANIA
HALL, DICKLER (ROMANIA) SRL
WORLD TRADE CENTER, SUITE 2.25
78334 BUCHAREST, ROMANIA
TELEPHONE (40)(1) 222-8888

HALL DICKLER KENT FRIEDMAN & WOOD

Florida Department of State
January 10, 1996
Page 2

Thank you for your cooperation. If you should require any additional information, please contact the undersigned at the above telephone number.

Very truly yours,



Lucia Barcklow
Legal Assistant

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 4:21



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1995

CSC NETWORKS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 4:21

The name **RESPECT CAPITAL GROUP, INC.** has been reserved for 120 days beginning December 19, 1995. The reservation number is R95000005722 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 665.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 695A00054585

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Respect Capital Group, 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
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. 8/31/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 450 North Fairway Drive, Suite 204
Deerfield Beach, Florida 33441
(Current mailing address)
8. To engage in any lawful act or activity
(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: Allen Helfman

Office Address: 450 North Fairway Drive, Suite 204

Deerfield Beach, Florida, 33441
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 4:21

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kenneth Germain
Address: 450 North Fairway Dr., Suite 204
Deerfield Beach, FL 33441
Director: Ellen Germain
Address: 450 North Fairway Dr., Suite 204
Deerfield Beach, FL 33441
Director: Arthur H. Goldberg
Address: 375 Park Avenue, Suite 1606
New York, NY 10021
Director: Marshall Manley
Address: 375 Park Avenue, Suite 1606
New York, NY 10021

B. OFFICERS

President: Kenneth Germain
Address: 450 North Fairway Dr., Suite 204
Deerfield Beach, FL 33441
Vice President: Steven D. Dreyer
Assistant Secretary: Steven D. Dreyer
Address: 909 Third Avenue, 27th Floor
New York, NY 10022

Sr. VP & Secretary: Allen Helfman
Address: 450 North Fairway Dr., Suite 204
Deerfield Beach, FL 33441
Treasurer: Kenneth Germain
Address: 450 North Fairway Dr., Suite 204
Deerfield Beach, FL 33441

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

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

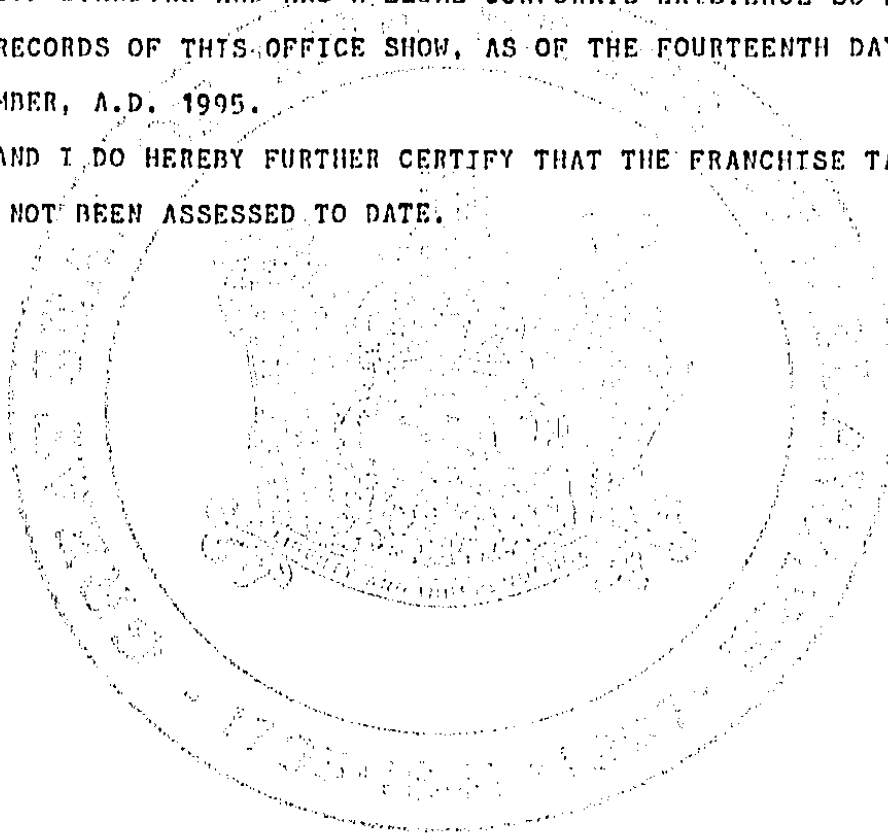
14. Kenneth Germain, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 4:21

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESPECT CAPITAL GROUP, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 4:21



Edward J. Freel

Edward J. Freel, Secretary of State

2537649 8300

950294710

AUTHENTICATION: 7751654

DATE: 12-14-95