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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-01/30/96--01076--012
*****70.00 *****70.00

SUBJECT: EXECUTIVE COMMUNICATION CENTERS, INCORPORATED
(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:

EUGENE FRATELLO

(Name of Person)

EXECUTIVE COMMUNICATION CENTERS, INCORPORATED

(Firm/Company)

229 WEST 97th STREET, Suite 4A

(Address)

NYC NY 10025

(City, State and Zip Code)

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

EUGENE FRATELLO

(Name of Person)

at (212) 749-2999

Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 30 AM 10:40

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Sec.
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. EXECUTIVE COMMUNICATION CENTERS, INCORPORATED
(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. 133838735
(FEI number, if applicable)
4. 6/22/95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 229 WEST 97th STREET, SUITE 4A
NYC NY 10025
(Current mailing address)
8. COMPUTER SYSTEMS SALES
(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: PAUL BUDZNSKI
Office Address: 2888 TENNIS CLUB DRIVE, STE 702
WEST PALM BEACH, Florida, 33417
(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 of

Paul Budzinski
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: EUGENE FRATELLO

Address: 229 WEST 97th STREET, #4A
NEW YORK CITY, NY 10025

Vice President: _____

Address: _____

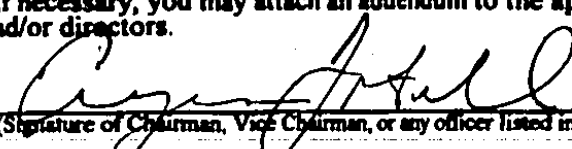
Secretary: _____

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. EUGENE FRATELLO - PRESIDENT
(Typed or printed name and capacity of person signing application)

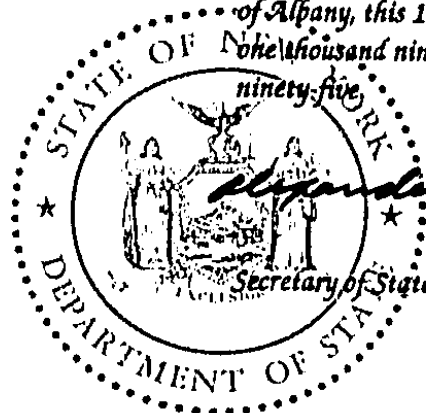
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of **EXECUTIVE COMMUNICATION CENTERS, INCORPORATED** was filed on 06/27/1995, 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.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of November
One thousand nine hundred and



Elizabeth F. Vreeland

199511170227

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EUGENE W. FRATELLO
2919 E. N. MILITARY TRL.
BOX 233
W. PALM BEACH, FL 33409

04-96

244

63-243/870
889

Pay to
the order of

FLORIDA DEPT. OF STATE

\$35.00

THIRTY FIVE AND 00/100

Dollars

12

NationsBank

USA

Official Depositor 1994/1995 U.S. Olympic Team
NationsBank of Florida, N.A.

For

WITHDRAWAL CORP.

C. J. Full

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Circle Amount on

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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R. AGENT

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OVERPAYMENT

TOTAL

35

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Withdrawal

SP 1/28/97

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

EXECUTIVE COMMUNICATION CENTERS, INCORPORATED
(Name of Corporation)

NEW YORK

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

9858 GLADES ROAD SUITE 119

(Mailing Address)

BOCA RATON FL 33434

(City/State/Zip)

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The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ben Artell
Signature

PRESIDENT
Title

GENE FRATELLO
Typed or printed name

1/17/96
Date