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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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*****70.00 *****70.00
300001714403
-02/14/96--01019--01b
***4800.00 ***4000.00

SUBJECT: MLF HOLDINGS, INC.
(Name of corporation)

Dear Sir or Madam:

W96-1179

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:

SELWYN M. HERSOWITZ
(Name of Person)
SELWYN M. HERSOWITZ, C.P.A.
(Firm/Company)
7 CORPORATE PARK DRIVE, STE 100
(Address)
IRVINE, CA 92714
(City, State and Zip Code)

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

Selwyn M. Hersowitz at (714) 261 - 9045
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1996

SELWYN M. HERSOWITZ
SELWYN M. HERSOWITZ, CPA
7 CORPORATE PARK DRIVE, SUITE 100
IRVINE, CA 92714

SUBJECT: MLF HOLDINGS, INC.
Ref. Number: W96000001179

We have received your document for MLF HOLDINGS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4,800.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00001985

**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. MLF HOLDINGS, 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. CALIFORNIA 3. 95-3989290
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/03/85 5. N/A
(Date of Incorporation) (Duration: Year corp. will cease to exist "perpetual")
6. 11/27/92
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P. O. BOX 5112
IRVINE, CA 92716-5112
(Current mailing address)

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8. OWNERSHIP OF REAL PROPERTY
(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: Peter Louis

Office Address: 2715 W. Fairbanks Avenue

WINTER PARK, Florida, 32789
(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: Muhammed Minty

Address: One Park Plaza, Ste 950, Irvine, CA 92714

Vice Chairman: Saleh M. Nosarka

Address: One Park Plaza, Ste 950

Irvine, CA 92714

Director: Muhammed Minty

Address: One Park Plaza, Ste 950

Irvine, CA 92714

Director: _____

Address: _____

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

President: Muhammed Minty

Address: One Park Plaza, Ste 950

Irvine, CA 92714

Vice President: Saleh M. Nosarka

Address: One Park Plaza, Ste 950

Irvine, CA 92714

Secretary: Muhammed Minty


Address: One Park Plaza, Ste 950

Irvine, CA 92714

Treasurer: Saleh M. Nosarka

Address: One Park Plaza, Ste 950, Irvine, CA 92714

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. MUHAMMED MINTY, PRESIDENT
(Typed or printed name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 3rd day of April, 1985,

MLF HOLDINGS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended or the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

FILED
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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 21st day of November, 1995

Bill Jones
BILL JONES
Secretary of State