

FEB-1996 14:00 P.81/

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GULF BLVD
TALLAHASSEE, FL 32399

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F9600000942

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(((H96000002449)))
QUALIFICATION

DOCUMENT TYPE: FOREIGN PROFIT

NAME: SGPS, INC.
FAX AUDIT NUMBER: H96000002449
DATE REQUESTED: 02/20/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:46:46
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

076660001006
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DIVISION OF CORPORATIONS

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. SGPS 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. 33-0692379
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 3rd 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))

7. 1744 ABALONE STREET
TORRANCE CA 90501
(Current mailing address)

8. SPECIAL EVENTS PRODUCTION SERVICES
(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: BARRIE OWEN

Office Address: 364 A. EAST LAND STREET RD.

ORLANDO

, Florida , 32824
(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.

[Signature]

(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.

This document was prepared by Vickie Joyner c/o The Company Corporation, Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801

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

A. DIRECTORS

Chairman: BARRIE OWEN
Address: 6061 RIDGEWOOD AVE
COCOA BEACH, FL 32931
Vice Chairman: BRIAN WHITE
Address: 2227 MORNINGSIDE DR.
CLEARWATER, FL 34624
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: BARRIE OWEN
Address: 6061 RIDGEWOOD AVE
COCOA BEACH, FL 32931
Vice President: BRIAN WHITE
Address: 2227 MORNINGSIDE DR.
CLEARWATER, FL 34624
Secretary: BARRIE OWEN
Address: 6061 RIDGEWOOD AVE
COCOA BEACH, FL 32931
Treasurer: BARRIE OWEN
Address: 6061 RIDGEWOOD AVE
COCOA BEACH, FL 32931

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

13.

Bonnie C
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

BARRIE OWEN CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

This document was prepared by Vickie Joyner, c/o The Company Corporation, Three Christi-
Centre, 201 N. Walnut Street, Wilmington, DE 19801

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 January, 19 96

EGPS, INC.

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

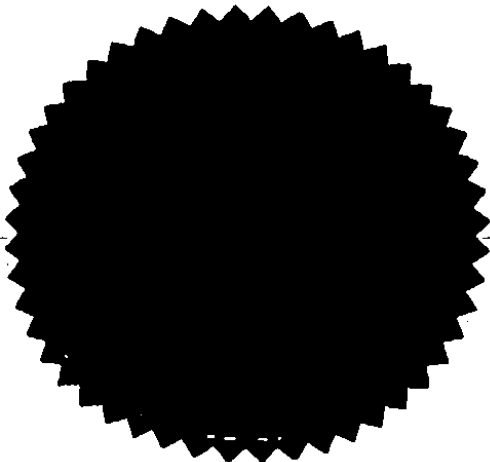
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on 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.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
15th day of February, 1996.



Bill Jones
BILL JONES
Secretary of State

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