

CAPITAL CONNECTION, INC.

417 N. Washington Ave., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 101 N. Washington Ave., Suite 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 224-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Please Give to
 Michael May.*

Corrected

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____

DATE 3/14/96 _____

TIME 12:00 _____ CK No. _____

BY CD _____

WALK-IN
 With Pick Up _____

No 52578

Net Previous

F960000001337

Capital _____
 Corp. Record Search _____
 Ltd Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U B _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE _____
 DISBURSED _____
 SURCHARGE _____
 TAX on corporate supplies _____
 SUBTOTAL _____
 PREPAID _____
 BALANCE DUE _____

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days 18% per annum

THANK YOU
 from
 Your Factual Partner



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1996

CAPITAL CONNECTION, INC.

SUBJECT: PRECIOUS ADVENTURES CORP.
Ref. Number: W96000005596

We have received your document for PRECIOUS ADVENTURES CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$1200.00.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00011496

AFFIDAVIT

STATE OF FLORIDA
ss.
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared, PATRICIA EABLES, who, upon first being duly sworn, deposes and states the following:

1. Your Affiant's name is PATRICIA EABLES and I am employed by the Law Firm of Taylor, Brion, Buker & Greene, attorneys for the applicant, PRECIOUS ADVENTURES CORP.

2. I am the individual who prepared the Application by Foreign Corporation for Authorization to Transact Business in Florida (hereafter "Application") based upon information and documentation provided by ROBERT MINER as an officer of PRECIOUS ADVENTURES CORP.

3. The date specified on Page 1, at Paragraph 6, of the Application indicated "February 1, 1995" as the date the foreign corporation first transacted business in Florida. Said date was erroneous as it was incorrect due to a typographical error. The date that the foreign corporation first transacted business in Florida is "February 1, 1996".

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
96 MAR 14 AM 10:20

4. Based upon the foregoing, the applicant foreign corporation should not be "rejected" or "penalized" due to a mere typographical error.

FURTHER AFFIANT SAYETH NAUGHT.

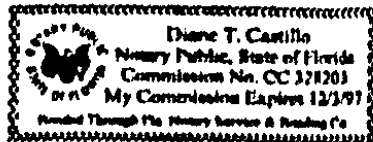
Patricia Eables
PATRICIA EABLES

Sworn to and subscribed before me this
14th day of March, 1996, by PATRICIA EABLES,
who is personally known to me.

Diane T. Castillo
NOTARY PUBLIC - State of Florida

My Commission Expires:

(SEAL)



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DIVISION OF CORPORATIONS
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**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. Precious Adventure Corp.
(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. 13-3835777
(T.E.I. number, if applicable)
4. December 1, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 230 East 88th Street, No. 136
New York, New York 10128
(Current mailing address)
8. All available business purposes as set forth in Articles of Incorporation
(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: Robert H. Miner

Office Address: Galleon Hotel, 619 Front Street
Key West, Florida, 33040
(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)
ROBERT H. MINER

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: Randall Unger

Address: 230 East 88th Street, No. 13G

New York, New York 10128

Vice Chairman: Robert H. Miner

Address: Galleon Hotel, 619 Front Street

Key West, FL 33040

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Sandra Greer

Address: 230 East 88th Street, No. 13G

New York, New York 10128

Vice President: Robert H. Miner

Address: Galleon Hotel, 619 Front Street

Key West, Florida 33040

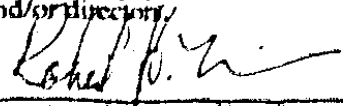
Secretary: Robert H. Miner

Address: (same as above)

Treasurer: Robert H. Miner

Address: (same as above)

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 officers listed in number 12 of the application)

14 ROBERT H. MINER Vice-President
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

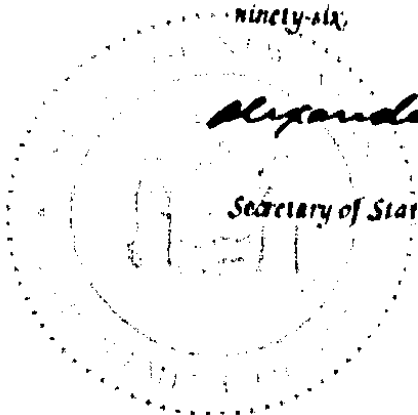
I hereby certify, that the certificate of incorporation of PRECIOUS ADVENTURES CORP. was filed on 12/01/1995, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon 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 07th day of February
one thousand nine hundred and
ninety-six.

Alexander F. Trenchard

Secretary of State

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DIVISION OF CORPORATIONS
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