

F96000001400
TRANSMITTAL LETTER
TO: Qualification Tax Lien Section
Division of Corporations
600001748886
-03/19/96--01057--014
*****70.00 *****70.00

SUBJECT: Olympus Access Services, Inc.
(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:

Steven W. Jacobson J.D.
(Name of Person)

Olympus Access Services, Inc.
(Firm/Company)

1880 N.E. 163rd St., Suite 202
(Address)

N. Miami Beach, FL. 33162
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 19 PM 1:25

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

Steven W. Jacobson at (305) 940-4004 X14
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
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. Olympus Access Services 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. D. Lawice
(State or country under the law of which it is incorporated)

3. 65-0617551
(FEI number, if applicable)

4. 12/28/75
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Have not begun.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

7. 1880 N.E. 163rd St., Suite 202
N. Miami Beach, FL 33181
(Current mailing address)

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8. Travel Assistance 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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Steven W. Jacobson, J.D.

Office Address: 1880 N.E. 163rd St., Suite 202

N. Miami Beach, FL, Florida, 33162
(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.

S.W.
(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: Steven W. Jacobson, J.D.
Address: 1880 N.E. 163rd St., Suite 202, N. Miami Beach, Fl. 33162

Vice Chairman: ~~Steven W. Jacobson, J.D.~~ Fernando Cortes, Sr.
Address: 147 Alhambra Circle, Suite 210
Coral Gables, Fl. 33136

Director: _____
Address: _____

Director: _____
Address: _____

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

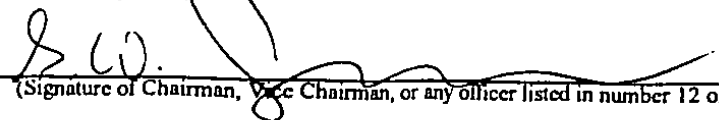
President: Steven W. Jacobson, J.D.
Address: 1880 N.E. 163rd St., Suite 202, N. Miami Beach, Fl. 33162

Vice President: Fernando Cortes, Sr.
Address: 147 Alhambra Circle, Suite 210
Coral Gables, Fl. 33136

Secretary: Steven W. Jacobson, J.D.
Address: 1880 N.E. 163rd St., Suite 202, N. Miami Beach, Fl. 33162

Treasurer: Steven W. Jacobson, J.D.
Address: 1880 N.E. 163rd St., Suite 202, N. Miami Beach, Fl. 33162

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. Steven W. Jacobson
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLYMPUS ACCESS SERVICES, 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 FOURTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 19 PM 1:25



Edward J. Freel

Edward J. Freel, Secretary of State

2546341 8300

960063162

AUTHENTICATION: 7851704

DATE: 03-04-96

F96000001480

OLYMPUS
ACCESS SERVICES

JUNE 11, 1996

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIR:

EFFECTIVE IMMEDIATELY THE ADDRESS FOR **OLYMPUS ACCESS SERVICES, INC.** HAS
CHANGED TO:

OLYMPUS ACCESS SERVICES, INC.
777 BRICKELL AVENUE
SUITE 650
MIAMI, FL 33131

PHONE: 305-530-8600
FAX: 305-530-0766

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

VERY TRULY YOURS,

OLYMPUS ACCESS SERVICES, INC.

S.W.

STEVEN W. JACOBSON
CEO

F96-1400

Upd 6/17/96
RA chg form

F960000014DD



ACCOUNT NO. : 072100000032
 REFERENCE : 446045 4300123
 AUTHORIZATION : *Patricia Pijts*
 COST LIMIT : \$ 35.00

ORDER DATE : June 27, 1997

ORDER TIME : 10:47 AM

ORDER NO. : 446045-015

CUSTOMER NO: 4300123

500002228185--6

CUSTOMER: Susan E. Todd, Legal Assistant
 Battle Fowler Llp
 75 East 55th Street
 Concourse
 New York, NY 10022

97 JUL -1 PM 3:54
 SECRETARY OF STATE
 TALLHASSEE FLORIDA

FILED

FOREIGN FILINGS

File

NAME: OLYMPUS ACCESS SERVICES, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

97 JUL -1 PM 12:07
 RECEIVED
 DIVISION OF CORPORATION

111
John
Name
Change

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(Pursuant to s. 607.1504, F.S.)

FILED
97 JUL -1 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I


(1-3 must be completed)

1. Olympus Access Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 3/19/96
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/11/97
5. Tall Cotton Holdings, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

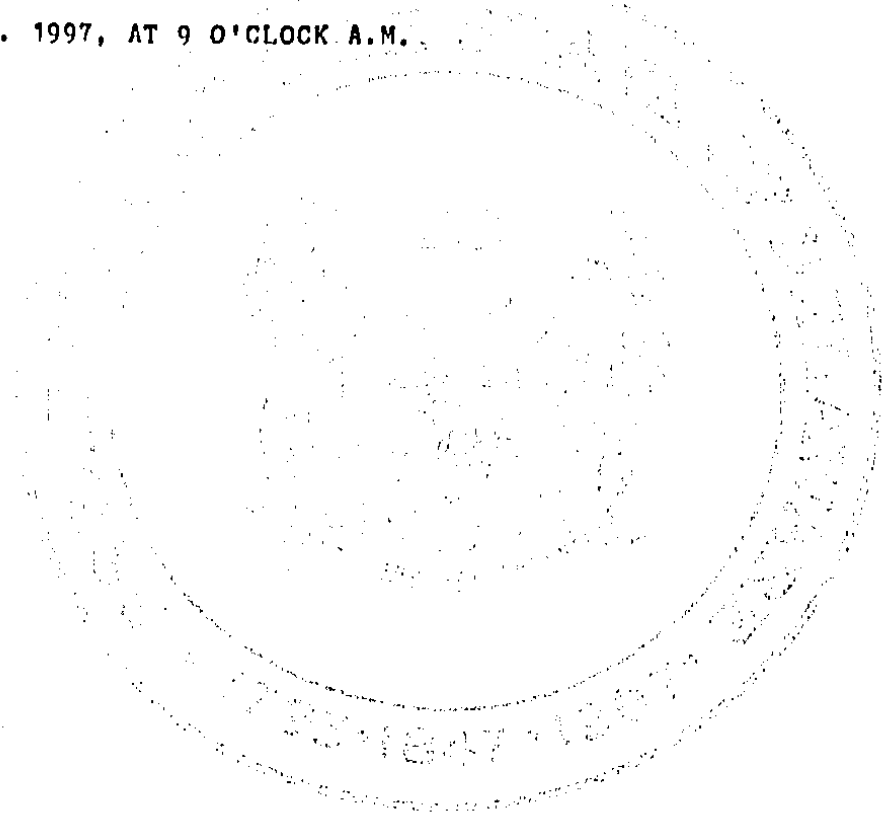
Steven W. Jacobson
Typed or printed name

6/23/97
Date

President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OLYMPUS ACCESS SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TALL COTTON HOLDINGS, INC.", THE ELEVENTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2546341 8320

971216409

AUTHENTICATION: 8537007

DATE: 06-30-97