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March 15, 1996

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*****70.00 *****70.00

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

W96-5894

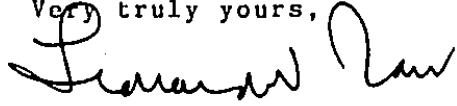
Re: DELTA MARKETING GROUP LTD., a New York Corporation

Dear Sir/Madam:

I herewith enclose an application by the above named corporation for authorization to transact business in Florida along with a check to your order in the sum of \$70.00 for your filing fee.

Please file the above application and acknowledge your receipt of the same by marking the copy enclosed herewith and returning it to me in the self addressed stamped envelope enclosed for your convenience.

Very truly yours,



Leonard N. Tarr

LNT:st
enc.



FILED
95 APR - 2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1996

LEONARD N. TARR, P.C.
215 LEXINGTON AVE., 8TH FLOOR
NEW YORK, NY 10016

SUBJECT: DELTA MARKETING GROUP LTD.
Ref. Number: W96000005894

We have received your document for DELTA MARKETING GROUP LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 696A00012457

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. DELTA MARKETING GROUP LTD. CORPORATION
(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. 11-3307102
(FEI number, if applicable)

4. FEBRUARY 28, 1996
(Date of Incorporation)

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

6. MARCH 15, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 100 CHESTNUT LANE, WOODBURY, NEW YORK 11797
(Current mailing address)

8. GENERAL PURPOSE CORPORATION
(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: IRVING COHEN

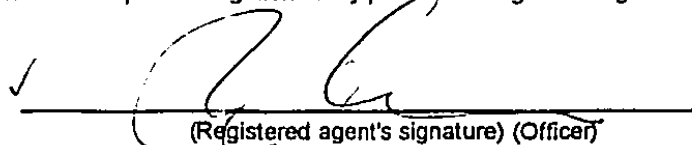
Office Address: 7040 WEST PALMETTO PARK - SUITE 2-363

BOCA RATON, FLORIDA 33433

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

IRVING COHEN

(Type Name and Title of Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: LEONARD N. TARR

Address: 100 CHESTNUT LANE, WOODBURY, NEW YORK 11797

Director: SUSAN TARR

Address: 100 CHESTNUT LANE, WOODBURY, NEW YORK 11797

B. OFFICERS

President: LEONARD N. TARR

Address: AS ABOVE

Vice President: _____

Address: _____

Secretary: SUSAN TARR

Address: AS ABOVE

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TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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

13. Leonard Tarr
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LEONARD N. TARR, PRESIDENT
(Typed or printed name and capacity of person signing application)

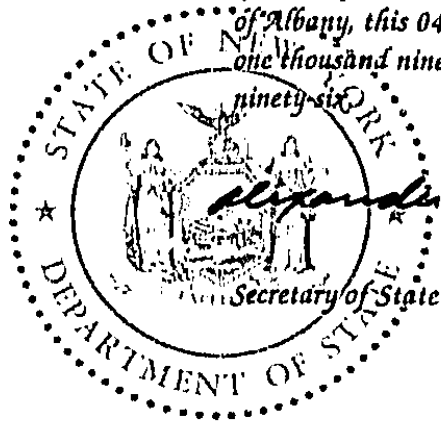
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York) ss:
Department of State

I heroby certify, that the certificate of incorporation of DELTA MARKETING GROUP LTD. was filed on 02/28/1996, 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 04th day of March
one thousand nine hundred and
ninety-six



Alexander F. Treadwell

Secretary of State

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FILED
96 APR -2 AM 10: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA