



1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0171
(904) 222-1011

800-342-8086

RECEIVED
96 APR 18 PM 2:26
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 908498 4346092
AUTHORIZATION : Patricia Ruffa
COST LIMIT : \$ 70.00

ORDER DATE : April 5, 1996
ORDER TIME : 11:03 AM
ORDER NO. : 908498

CUSTOMER NO: 4346092

CUSTOMER: William P. Ruffa, Esq
Ruffa & Ruffa
150 E. 58th Street
35th Floor
New York, NY 10155

800001772618

FOREIGN FILINGS

NAME: UNICORN WORLDWIDE PLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

FILED
96 APR -8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Signature]

APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(Under Section 605.1503 of the Florida Statutes)

1. Unicorn Worldwide Public Limited Company
(Name of Corporation)

2. England 3. _____
(State or country under the law of which it is incorporated) (FEI Number)

4. September 11, 1992 5. Perpetual
(Date of Incorporation) (Duration)

6. The applicant has not transacted business in Florida
(Date first transacted business in Florida)

7. Roman House, 296 Golders Green Road
London NW11 9PT, England
(Current Mailing Address)

8. To engage in any lawful act or activity for which corporations may be organized
under the Companies Act of 1985
(Purposes of corporation authorized in home state or country to be carried out in the State of Florida)

9. Name and address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

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 as registered agent.

The Prentice Hall Corporation System, Inc.

By: Judith S. Blancett
(Registered agent's signature)

Judith S. Blancett, Asst. Secretary

FILED
96 APR -8 PM 12:30
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. All communications with Unicorn Worldwide Public Limited Company should be addressed to its Managing Director, Leslie Weber, who also is a Director of the corporation at:

Roman House, 296 Golders Green Road
London NW11 9PT, England

The undersigned, being the President of Unicorn Worldwide Public Limited Company, a corporation organized pursuant to the Companies Act of 1985 of the Country of England, does hereby certify that the information contained herein is true as of this 28th day of March, 1986.

Leslie Weber,


Managing Director, Unicorn Worldwide Public Limited Company

FILED
96 APR - 8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE COMPANIES ACT 1985

Company No. 2746877

The Registrar of Companies for England and Wales hereby certifies that

UNICORN WORLDWIDE PLC (originally called **UNICORN SERVICES PUBLIC LIMITED COMPANY**, which name was changed by special resolution on 14th November 1995 to **UNICORN WORLDWIDE PLC**) was incorporated under the Companies Act 1985 as a public limited company on 11th September 1992.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 19th March 1996

P. Gartside
P. GARTSIDE
for the Registrar of Companies

FILED
96 APR - 8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA