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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED
-04/25/85- 01102-0017
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SUBJECT: MAD PRODUCE COMPANY
(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:

MICHAEL A. PINKOWSKI

(Name of Person)

MAD PRODUCE COMPANY

(Firm/Company)

P.O. BOX 257

(Address)

FT. LAUDERDALE, FLORIDA 33302

(City/State/Zip)

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DIVISION OF CORPORATIONS
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mtr

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

MICHAEL PINKOWSKI

(Name of Person)

at (954) 766-2666
(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. MAD PRODUCE COMPANY
(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. Delaware
(State or country under the law of which it is incorporated)
3. 36-3589254
(FBI number, if applicable)
4. January 27, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 257
Ft. Lauderdale, Florida 33302
(Current mailing address)
8. ALL LAWFUL PURPOSES
(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: MICHAEL A. PINKOWSKI
3306 NE 18th Street
Office Address: _____
Ft. Lauderdale, Florida, 33305
(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)

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.

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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: MICHAEL A. PINKOWSKI
Address: 3306 NE 18th Street, Ft. Lauderdale, Florida 33305
Vice Chairman: Jeffrey Lon Duncan
Address: 970 Darby Road, San Marino, California 91108

Director: _____
Address: _____
Director: _____
Address: _____

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

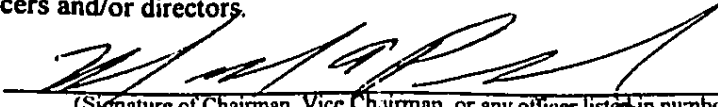
President: Michael A. Pinkowski
Address: 3306 NE 18th Street, Ft. Lauderdale, Florida 33305

Vice President: Jeffrey Lon Duncan
Address: 970 Darby Road, San Marino, California 91108

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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. MICHAEL A. PINKOWSKI, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAD PRODUCE LTD." 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 THIRD DAY OF APRIL, A.D. 1996.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7893554

DATE: 04-03-96