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5/15/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

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DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: HIREL HOLDINGS, INC.

FAX AUDIT NUMBER: H96000006883

DATE REQUESTED: 05/15/1996

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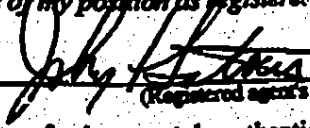
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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**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. HIREL HOLDINGS, 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. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEL number, if applicable)
4. May 1, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon date of authorization pursuant to this Application.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 607.155, F.S.))
7. 19599 Northeast 10th Avenue, Suite A
North Miami Beach, Florida 33179
(Current mailing address)
8. To engage in any and all lawful business permitted under the laws of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of the US and Florida; Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: John F. LaTorre
Office Address: 19599 Northeast 10th Avenue, Suite A
North Miami Beach, Florida, 33179
(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)
ROXANNE K. BEILLY #851450
ATLAS, PFARLMAN, ET AL
200 E. Las Olas, Ste. 190
Ft. Lauderdale, FL 33301
(954) 766-7843
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: Vincent Montelione

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

Vice Chairman: _____

Address: _____

Director: Gregory S. Fenech

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

Director: Vincent Fagnani, Jr.

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

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

President: Vincent Montelione

and Chief Executive Officer

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

Vice President: Gregory S. Fenech

of Operations

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

Secretary: Vincent Montelione

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

Treasurer: Vincent Montelione

Address: 19599 Northeast 10th Avenue, Suite A, North Miami Beach, Florida 33179

(See attachment for additional Vice Presidents)

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. Chairman of the Board, Chief Executive Officer and President
(typed or printed name and capacity of person signing application)

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**Attachment to Application By Foreign Corporation For
Authorization to Transact Business in Florida**

Item 12.B.

**Ronald P. Chabls
19599 Northeast 10th Avenue
Suite A
North Miami Beach, Florida 33179**

Vice President of Engineering

**Vincent P. Fagnani, Jr.
19599 Northeast 10th Avenue
Suite A
North Miami Beach, Florida 33179**

Vice President of Sales and Marketing

**Dennis E. Nelson
19599 Northeast 10th Avenue
Suite A
North Miami Beach, Florida 33179**

Vice President of Administration

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State of Delaware

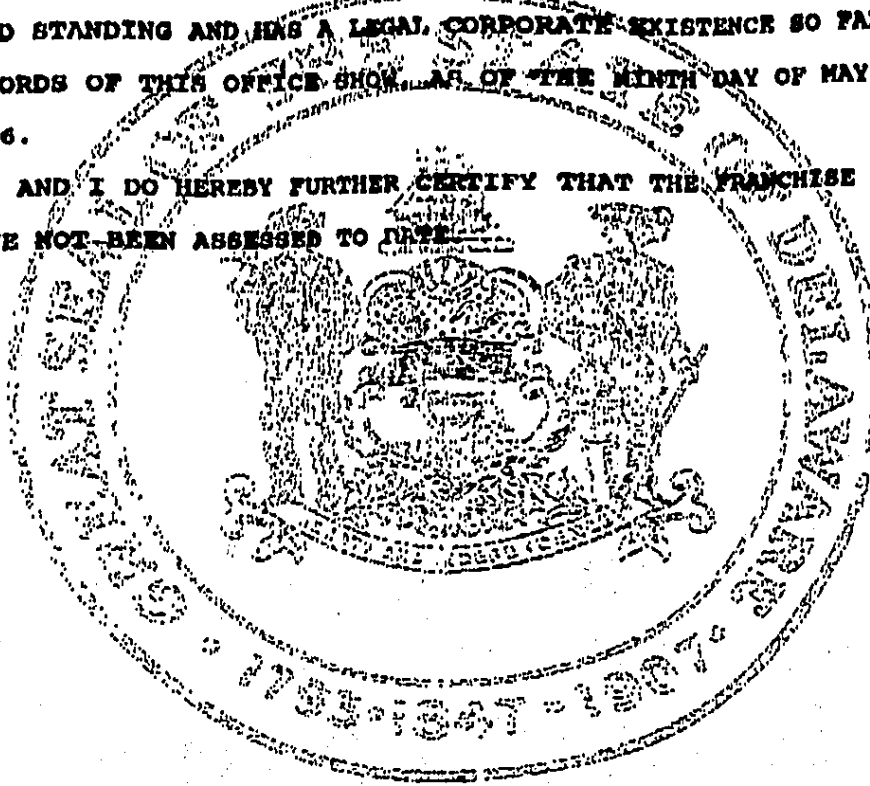
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIREL HOLDINGS, 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 NINTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

05-09-96