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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO: 07100000032

REFERENCE: 4346092

AUTHORIZATION :

Patricia P. P. P.

COST LIMIT : \$ 70.00

ORDER DATE : JUNE 18, 1996

ORDER TIME : 11:01 AM

ORDER NO. : 972494

CUSTOMER NO: 4346092

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

8000001865368

FOREIGN FILINGS

NAME: MOTIVISION AMERICA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

96 JUN 18 PM 12:51
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(Under Section 605.1503 of the Florida Statutes)

1. Motivision America Inc.
(Name of Corporation)

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

4. November 1, 1994 5. Perpetual
(Date of Incorporation) (Duration)

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

7. 755 New York Avenue
Huntington, New York 11743
(Current Mailing Address)

8. To engage in any lawful act or activity for which corporations may be organized
under the Business Corporation Law of the State of New York
(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, Suite 105

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: Vicki Schreiber, Asst. V.P.
(Registered agent's signature) - Vicki Schreiber

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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 Motivision America Inc. should be addressed to its President, Leslie Weber, who also is a Director of the corporation at:

755 New York Avenue
Huntington, New York 11743

The undersigned, being the President of Motivision America Inc., a corporation organized pursuant to the laws of the State of New York, does hereby certify that the information contained herein is true as of this 23rd day of May, 1996.

Leslie Weber


President, Motivision America Inc.

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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of MOTIVISION AMERICA INC. was filed on 11/01/1994, under the name of UNICORN AMERICA, LTD., 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.

A Certificate of Amendment UNICORN AMERICA, LTD., changing name to MOTIVISION AMERICA INC. , was filed 06/04/1996.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of June
one thousand nine hundred and



Richard F. Trenchard

Secretary of State

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