

F9600000

03351

CAPITAL CONNECTION, INC.

11-2329-7 PONDERS INC., THOMASVILLE, GA.
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 11-2329-7 PONDERS INC., THOMASVILLE, GA.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.O. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
Corp. Copy(s)		
Photo		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Plititious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/1		
TIME	2:30		CK No.
BY	DD		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 15% per Annum.

THANK YOU
 from
 Your Capital Connection

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN THE STATE OF 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. The name of the corporation is Ad 411 Inc.
2. The corporation was incorporated on June 5, 1996 pursuant to the laws of the state of Delaware.
3. The Corporation's federal identification number is:
65-0669183.
4. The corporation is to have perpetual existence.
5. The Corporation has not transacted business in the state of Florida and will not transact business in the state of Florida until the filing of this Application with the Secretary of State.
6. The Corporation's current mailing address is:

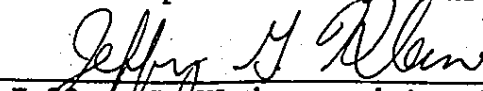
25 Pelican Point Drive
Suite 203
Delray Beach, Florida 33483

7. The corporation is authorized to engage in any lawful business activity.

8. The name and street address of the registered agent is:

Jeffrey G. Klein
2600 N. Military Trail
Suite 270
Boca Raton, Florida 33431

9. I, Jeffrey G. Klein, 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.


Jeffrey G. Klein, registered agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached hereto 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.

11. The name and address of each member of the Company's Board of Directors is:

Thomas R. Maimone, II
25 Pelican Point Drive
Suite 203
Delray Beach, Florida 33483

William K. Key
699 NW 16th Avenue
Boca Raton, Florida 33486

12. The name and address of the Company's officers is:

Thomas R. Maimone, II, president
25 Pelican Point Drive
Suite 203
Delray Beach, Florida 33483

William K. Key, secretary/treasurer
699 NW 16th Avenue
Boca Raton, Florida 33486

The foregoing was executed this 24th day of June, 1996.


Thomas R. Maimone, II

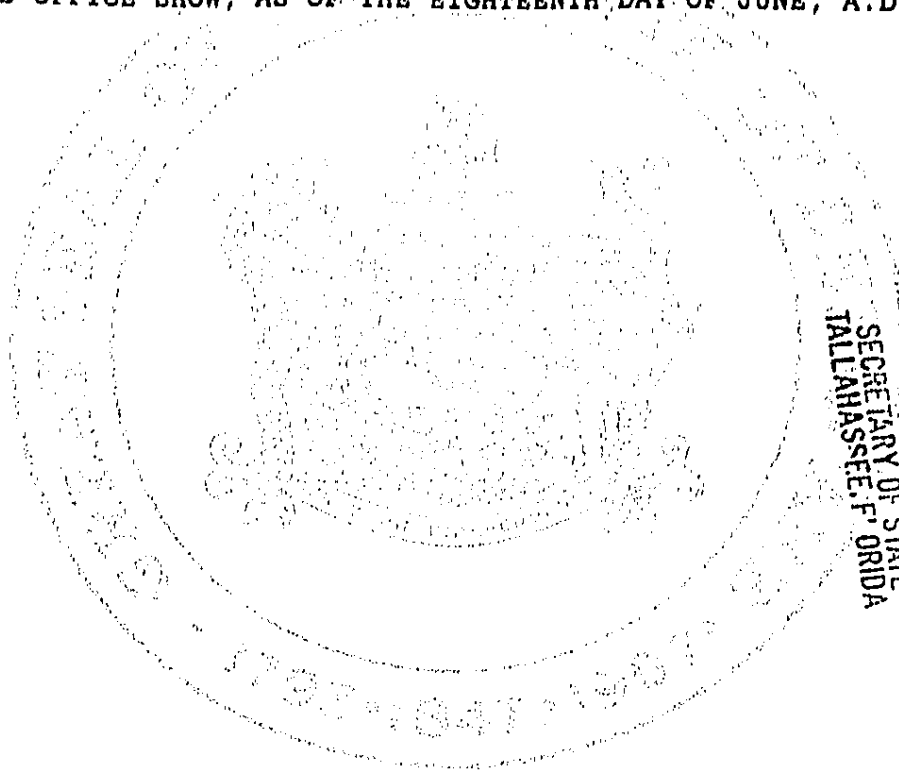
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AD 411 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 EIGHTEENTH DAY OF JUNE, A.D. 1996.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7991401

DATE:

06-18-96