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ACCOUNT NO. : 072100000032
REFERENCE : 016118 5010717
AUTHORIZATION : Patricia Kuyuk
COST LIMIT : \$ 70.00

ORDER DATE : July 12, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 016118

CUSTOMER NO: 5010717

000001882880

CUSTOMER: Maxwell Stolzberg, Esq
Mezan Stolzberg & Schwartzman
460 Park Ave

New York, NY 10022

FOREIGN FILINGS

NAME: CONSERVER CORPORATION
OF AMERICA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 PM 12:49

RECEIVED
96 JUL 12 PM 12:13
DIVISION OF CORPORATION

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. CONSERVER CORPORATION OF AMERICA
(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 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 6, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet transacted business
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))
7. 5345 Pine Tree Drive
Miami Beach, Florida 33140
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized
(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:

Name: Charles Stein
Office Address: 5345 Pine Tree Drive
Miami Beach, Florida, 33140
(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.

By: 
(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:

A. DIRECTORS

Chairman: Charles Stein
Address: 5345 Pine Tree Drive
Miami Beach, Florida 33140

Vice Chairman: _____
Address: _____

Director: James Stanton
Address: 1310 19th Street, N.W.
Washington, D.C. 20036

Director: Maxwell Stolzberg
Address: 460 Park Avenue, 11th Floor
New York, New York 10022

B. OFFICERS

President: Charles Stein
Address: 5345 Pine Tree Drive
Miami Beach, Florida 33140

Vice President: Mark Kallan
Address: 19999 Back 9 Drive
Boca Raton, Florida

Secretary: Maxwell Stolzberg
Address: 460 Park Avenue, 11th Floor
New York, New York 10022

Treasurer: Maxwell Stolzberg
Address: 460 Park Avenue, 11th Floor
New York, New York 10022

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.

Charles Stein, Chairman

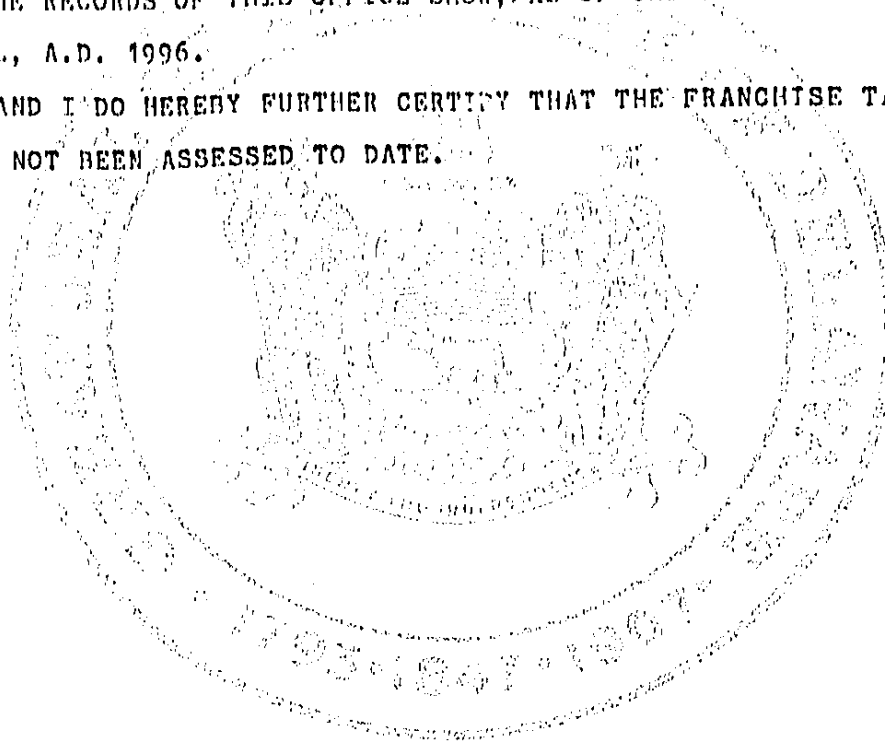
(Typed or printed name and capacity of person signing application)

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 "CONSERVER CORPORATION OF AMERICA" 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 FIFTEENTH DAY OF APRIL, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2600159 8300

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AUTHENTICATION: 7907288

DATE: 04-15-96