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July 18, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/31/96---01043---002
*****70.00 *****70.00

Re: G & G ADVERTISING INC.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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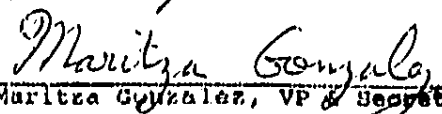
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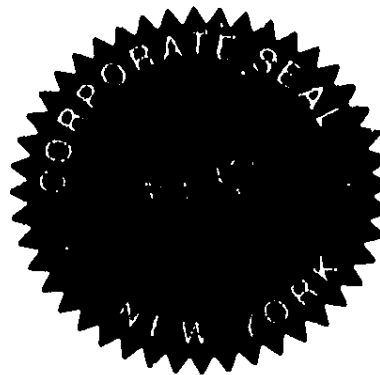
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RESOLUTION OF THE BOARD OF DIRECTORS OF
G & G ADVERTISING INC.

The undersigned President and, Vice President & Secretary of G & G Advertising Inc. hereby resolve that the Corporation G & G Advertising Inc. incorporated under the laws of the State of New York will have G & G Advertising Inc. (Orlando) as its name in the State of Florida. Such name will be effective 7/24/98.


Edward A. Gonzalez, President


Maritza Gonzalez, VP & Secretary



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TALLAHASSEE, FLORIDA

**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. G 4 G ADVERTISING INC.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. NEW YORK
(State or country under the law of which it is incorporated)

3. 12/29/92 4. PERPETUAL
(Date of Incorporation) (Duration)

5. 11-3195259
(Federal Employer Identification number, if applicable)

6. 7/11/96
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 20 NORTH ORANGE AVE. STE. 1411 ORLANDO, FL 32801
(Current mailing address)

8. ADVERTISING
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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B. Officers:

President: EDWARD A. GONZALEZ
Address: 20 NORTH ORANGE AVENUE SUITE 1411
ORLANDO, FL 32801

Vice President: MARITZA GONZALEZ
Address: 20 NORTH ORANGE AVENUE SUITE 1411
ORLANDO, FL 32801

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:


Name: EDWARD A. GONZALEZ
Office Address: 20 NORTH ORANGE AVE. STE 1411
ORLANDO, Florida 32801
Zip Code

11. 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: X 

12. 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.

13. X 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. EDWARD A. GONZALEZ, PRESIDENT
(Name and capacity of person signing application)

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

I hereby certify, that the certificate of incorporation of G & G ADVERTISING INC. was filed on 12/29/1992, 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.

The Statement of Addresses and Directors is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of July
One thousand nine hundred and



Alexander F. Treadwell

Secretary of State

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TALLAHASSEE, FLORIDA