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PHILADELPHIA, PENNSYLVANIA 19101

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(215) 972-0020  
FAX (215) 972-0018

\*ALSO MEMBER OF NEW JERSEY BAR  
\*AND MEMBER OF DISTRICT OF COLUMBIA BAR

August 5, 1996

100001817191  
-08/08/96--01103---003  
\*\*\*\$70.00 \*\*\*\$70.00

**VIA CERTIFIED MAIL**  
**# 2027981677**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **H Kats Capital Group, Inc.**  
**Employer Identification Number 23-2854909**

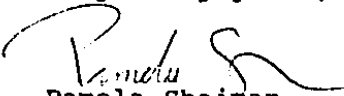
Dear Sir/Madam:

Enclosed herewith are one (1) original and one (1) copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above captioned corporation. In addition, enclosed are the Transmittal Letter, an original certificate of existence and a check for filing fees in the amount of Seventy Dollars (\$70.00) made payable to the Florida Department of State.

Kindly file the original Application and date-stamp and return the enclosed copy in the enclosed self-addressed stamped envelope provided herewith.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Pamela Shaiman

Enclosures

8/8/96  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -8 PM 1:18

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: H. Katz Capital Group, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamela Shaiman, Esquire  
(Name of Person)  
Shaiman, Rovin & Schwartz, P.C.  
(Firm/Company)  
1411 Walnut Street, Suite 1015  
(Address)  
Philadelphia, PA 19102  
(City/State/Zip)

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95 MAR -9 PM 1:18

Should you need to call someone concerning this matter, please call:

Pamela Shaiman, Esquire at ( 215 ) 972-0020  
(Name of Person) (Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. H. Katz Capital Group, 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. Pennsylvania 3. 23-2854909  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 28, 1996 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 283 Second Street Pike, Suite 150  
Southampton, PA 18966  
(Current mailing address)
8. To acquire businesses and to provide funding to companies  
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Philip Voluck

Office Address: 775 Oriole Circle

Boca Raton, Florida, 33431  
(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.

Philip Voluck, PRESIDENT  
(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.

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: Harold Katz

Address: 1141 Hillaboro Mile  
Hillaboro Ranch, FL 33062

Vice Chairman: Philip Voluck

Address: 775 Oriole Circle  
Boca Raton, FL 33431

Director: G. Daniel Jones

Address: Bala Pointe - Suite 130  
111 Presidential Boulevard, Bala Cynwyd, PA 19004

Director: Tarev R. Gabriele

Address: 901 N. College Street  
Myerstown, PA 17067

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

President: Philip Voluck

Address: 775 Oriole Circle  
Boca Raton, FL 33431

Vice President: Brian J. Siegel

Address: 283 Second Street Pike, Suite 150  
Southampton, PA 18966

Secretary: Marlene Sokolow

Address: 283 Second Street Pike, Suite 150  
Southampton, PA 18966

Treasurer: Brian J. Siegel

Address: 283 Second Street Pike, Suite 150  
Southampton, PA 18966

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (See Attached Addendum)

13. Philip Voluck, PRESIDENT  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip Voluck, President  
(Typed or printed name and capacity of person signing application)

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DIVISION OF ELECTIONS

**ADDENDUM**

**ADDITIONAL DIRECTORS**

1. Brian J. Siegel  
283 Second Street Pike, Suite 150  
Southampton, PA 18966
2. David A. Katz  
207 Polo Drive  
North Wales, PA 19454
3. S. Laurence Shalman  
1411 Walnut Street  
Suite 1015  
Philadelphia, PA 19102

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 10, 1996

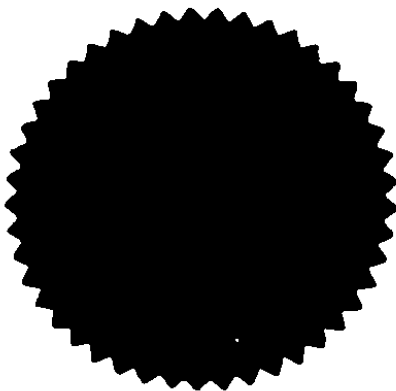
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

H KATZ CAPITAL GROUP, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

Secretary of the Commonwealth

SWAL

# F96000004088

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: VII Visionary Investments, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Frederick W. Smith, Secretary/Treasurer

(Name of Person)

VII Visionary Investments, Inc.

(Firm/Company)

23257 State Road #7, Suite 206

(Address)

Boca Raton, Florida 33428

(City/State/Zip)

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-08/08/96--01109--018  
\*\*\*\*122.50 \*\*\*\*122.50

Should you need to call someone concerning this matter, please call:

Frederick W. Smith

(Name of Person)

at ( 561 ) 451-1199

(Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS  
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*mt*

**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. VII Visionary Investments, 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. 65-0682465  
(FBI number, if applicable)
4. July 15, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 15, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 23257 State Road # 7, Suite 206, Boca Raton, Florida 33428  
(Current mailing address)
8. See attached corporate charter  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: Frederick W. Smith  
  
Office Address: 23257 State Road # 7  
Boca Raton, Florida, 33428  
(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)

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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**CERTIFICATE OF INCORPORATION  
OF  
VII Visionary Investments, Inc.**

**FIRST:** The name of the Corporation is VII Visionary Investments, Inc.

**SECOND:** Its registered office is to be located at 1220 N. Market St., Suite 606, Wilmington, DE 19801, County of New Castle. The registered agent is Registered Agents, Ltd. whose address is the same as above.

**THIRD:** The nature of business and purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is twenty million (20,000,000). Of such shares, fifteen million (15,000,000) are to be common stock with a par value of \$.0001 and 5 million (5,000,000) are to be convertible preferred stock with a par value of \$.0001.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Jennifer C. Toscano  
1220 N. Market St., Suite 606  
Wilmington, DE 19801

**SIXTH:** The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as initial director(s) until the first annual meeting of stockholders or until a successor(s) is elected and qualified are:

Ronald J. Obsgarten  
8838 S.E. Riverfront Terrace  
Tequesta, FL 33469

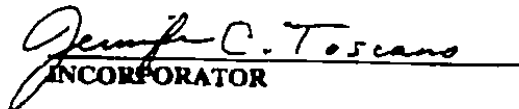
Frederick W. Smith  
23050 Floralwood Lane  
Boca Raton, FL 33433

Stephen R. Rotroff  
3767 Mykonos Court  
Boca Raton, FL 33487

Jeffrey M. Rifkin, PH.D.  
6541 N.W. 57th Ln.  
Parkland, FL 33067

**SEVENTH:** Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts stated herein are true, and I have accordingly hereunto set my hand.

  
INCORPORATOR

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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: Ronald J. Obegarten

Address: 8838 S.E. Riverfront Terrace

Tequesta, Florida 33469

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Frederick W. Smith

Address: 23050 Floralwood Lane

Boca Raton, Florida 33433

Director: Jeffrey M. Rifkin

Address: 6541 N.W. 57th Lane

Parkland, Florida 33067

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

President: Ronald J. Obsgarten

Address: 8838 S.E. Riverfront Terrace

Tequesta, Florida 33469

Vice President: Jeffrey M. Rifkin

Address: 6541 N.W. 57th Lane

Parkland, Florida 33067

Secretary: Frederick W. Smith

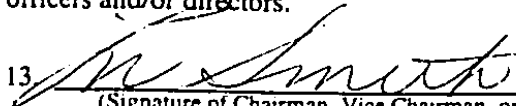
Address: 23050 FloralWOOD Lane

Boca Raton, Florida 33433

Treasurer: Frederick W. Smith

Address: Same

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. Frederick W. Smith, Secretary/Treasurer/Director  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
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*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 "VII VISIONARY INVESTMENTS, 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 FIFTEENTH DAY OF JULY, A.D. 1996.

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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8026894

DATE: 07-15-96