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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: ANNE MARIE LA FERLA FAX #: (954) 764-4996
PHONE: (954) 527-6221
NAME: BRETT HOLDINGS, INC.
AUDIT NUMBER.....H96000012057
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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

August 29, 1996

ANNE MARIE
MCCLOSKEY SMITH SCHUSTER & RUSSELL LA FEE

SUBJECT: BRETT HOLDINGS, INC.
REF: W96000013146

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Terri Weinmann
Staff Assistant

FAX Aud. #: W96000012057
Letter Number: 096A00040806

**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. Bratt Holdings, 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. Delaware
(State or country under the law of which it is incorporated)

3. 02/08/95 4. Perpetual
(Date of Incorporation) (Duration)

5. 65-0674557
(Federal Employer Identification number, if applicable)

6. Upon Filing
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6700 North Andrews Ave., Suite 500, Ft. Lauderdale, FL 33309
(Current mailing address)

8. Investment
(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: Richard Bronson
Address: 6700 North Andrews Ave., Suite 500
Ft. Lauderdale, FL 33309

Vice Chairman: Elliot Lowenstein
Address: 6700 North Andrews Ave., Suite 500
Ft. Lauderdale, FL 33309

Director: _____
Address: _____

Director: _____
Address: _____

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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B. Officers:

President: Elliot Lowenstein
Address: 6700 North Andrews Ave., Suite 500
Pt. Lauderdale, FL 33309

Vice President: _____
Address: _____

Secretary: Richard Bronson
Address: 6700 North Andrews Ave., Suite 500
Pt. Lauderdale, FL 33309

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: Elliot Lowenstein
Office Address: 6700 North Andrews Ave., Suite 500
Pt. Lauderdale, Florida 33309
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: Elliot Lowenstein

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

Prepared by:

Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

14. Elliot Lowenstein, President
(Name and capacity of person s

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRETT HOLDINGS, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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08-27-96