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CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

1201 HAYN STREET
TALLAHASSEE, FL 32301-2607

800-221-8086

ACCOUNT NO. : 072100000032

REFERENCE : 096933 9623A

AUTHORIZATION *Patricia Pigott*

COST LIMIT : \$ 478.75

ORDER DATE : September 24, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 096933

CUSTOMER NO: 9623A

800001960028

CUSTOMER: Jerrold Stern, Esq
Jerrold Stern, Esq
P.O. Box 112

Sanibel, FL 33957

FOREIGN FILINGS

NAME: DESTINATION SEMINARS U.S., INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANIEL LEGGETT

96 SEP 27 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JL 9/20

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 096933 9623A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 78.75

ORDER DATE : September 24, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 096933

CUSTOMER NO: 9623A

CUSTOMER: Jerrold Stern, Esq
Jerrold Stern, Esq
P.O. Box 112

Sanibel, FL 33957

FOREIGN FILINGS

NAME: DESTINATION SEMINARS U.S., INC

*W96-20525
P.440*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

RECEIVED
96 SEP 27 PM 1:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
DIV. Secretary of State

September 27, 1996

CSC-LORI DUNLAP

TALLAHASSEE, FL

SUBJECT: DESTINATION SEMINARS U.S., INC.
Ref. Number: W96000020525

RECEIVED

Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that DESTINATION SEMINARS U.S., INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates September 12, 1994, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$400.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins

Senior Corporate Section Administrator

Letter Number: 696A00044591

**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. The name of the corporation is:
DESTINATION SEMINARS U.S., Inc.
2. The State under the law of which it is incorporated is:
State of Delaware, U.S.A.
3. The date of incorporation was:
September 12, 1994.
4. Duration:
Perpetual
5. Federal Employer Identification Number is:
13-3786340
6. The date the corporation first will transaction business in
Florida:
October 1, 1996
7. The current mailing address for the corporation is:
Site 10, RR 4 Barrie
Ontario, Canada L4M 4S6
8. The corporate purpose and nature of business in which the
corporation is engaged in Florida is:
Conduct and organize medical/legal seminars for physicians
9. A. The names and addresses of the directors are:
Chairman: Eric Allen
Site 10 RR 4
Barrie, Ontario
Canada L4M 4S6

Vice
Chairman: Paul McCormick
21 Beach Avenue, Apt. #205
Vancouver, British Columbia
Canada V6E 1T9

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

B. The names and addresses of the officers are:

President: Eric Allen
Site 10 RR 4
Barrie, Ontario
Canada L4M 4S6

**Secretary and
Treasurer:** Paul McCormick
11 Beach Avenue, Apt. #205
Vancouver, British Columbia
Canada V6E 1T9

10. Name and address of Florida Registered Agent is:

Mail: Jerrold S. Stern
P. O. Box 112
Sanibel, FL 33957

Physical: 695 Tarpon Bay Rd.
Suite #2
Sanibel, FL 33957

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.

Signature:

Jerrold S. Stern
Registered Agent's Signature

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. Signature:

Eric Allen
Eric Allen, Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

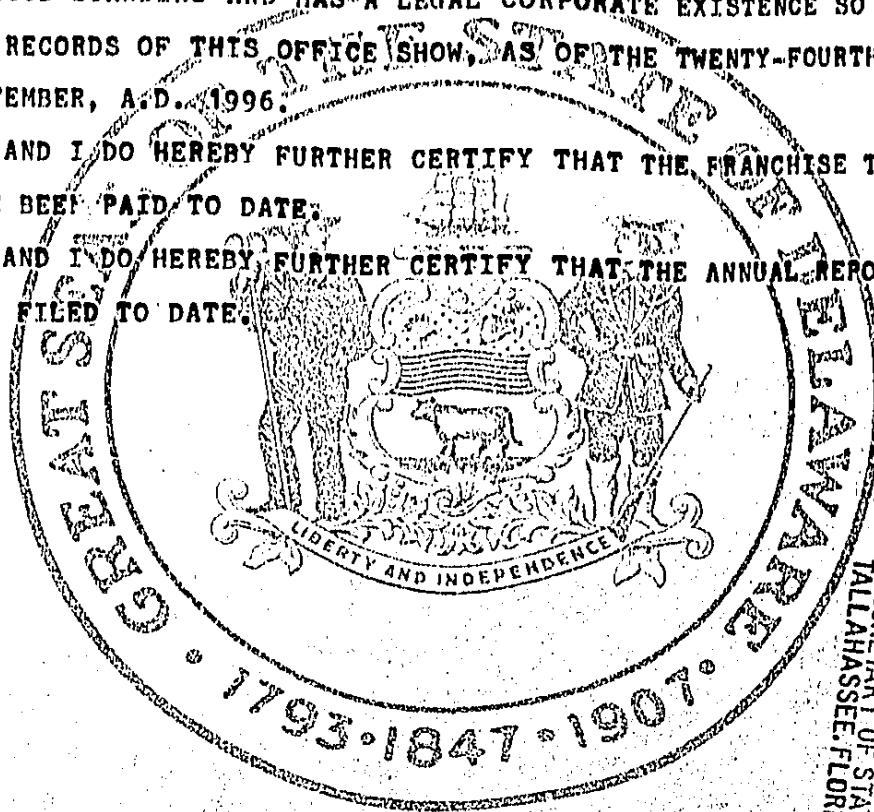
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESTINATION SEMINARS U.S., 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-FOURTH DAY OF SEPTEMBER, A.D. 1996.

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

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



FILED
96 SEP 27 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2434078 8300

960276974

AUTHENTICATION:

8117285

DATE:

09-24-96