

F96000005058

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Twenty First Century Listing 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:

Lee Vandal
(Name of Person)

Twenty First Century Listing Group, Inc.
(Firm/Company)

4575 Via Royale St.
(Address)

Ft. Myers, FL 33919
(City/State/Zip)

300001960383
-10/01/96--01024--008
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 2:51

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

Michael Bernard at (941) 277-1744
(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. Twenty First Century Listing 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. Delaware
(State or country under the law of which it is incorporated)
3. 04-3288342
(FEI number, if applicable)
4. Sept. 15, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 06, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4575 Via Royale St.
Ft. Myers, FL 33919
(Current mailing address)
8. Restaurant advertising & promotion with multiple venues
(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: Michael P. Bernard
Twenty First Century Listing Group, Inc.
Office Address: 4575 Via Royale St.
Fort Myers, Florida, 33919
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 30 PM 2:51

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: Michael P. Bernard

Address: 4815 Triton Court East #9
Cape Coral, FL 33904

Vice Chairman: Lee Vandal

Address: 31 Brook St.
Seekonk, MA 02771-4501

Director: Pamela J. Bernard

Address: 4815 Triton Court East #9
Cape Coral, FL 33904

Director: _____

Address: _____

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

President: Michael P. Bernard

Address: 4815 Triton Court East #9
Cape Coral, FL 33904

Vice President: Lee Vandal

Address: 31 Brook St.
Seekonk, MA 02771-4501

Secretary: Pamela J. Bernard

Address: 4815 Triton Court East
Cape Coral, FL 33904

Treasurer: Lee Vandal

Address: 31 Brook St.
Seekonk, MA 02771-4501

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 2:51

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

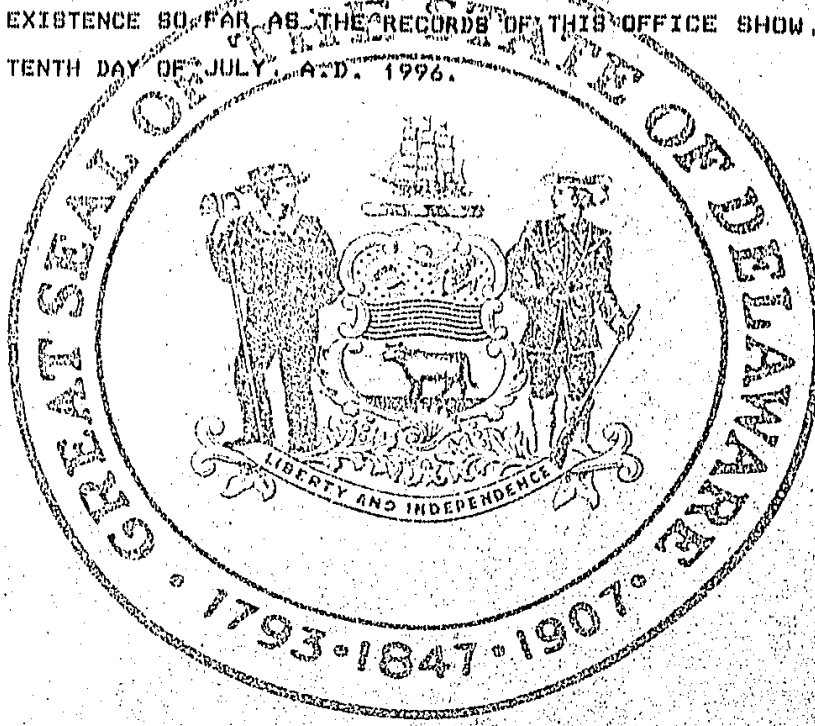
13. Lee Vandal
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lee Vandal, Vice Chairman
(Typed or printed name and capacity of person signing application)

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 "TWENTY FIRST CENTURY LISTING GROUP, 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 TENTH DAY OF JULY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 2:51



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

2542757 8300
960200326

AUTHENTICATION:
DATE:

B020199
07-10-96