

F96000005217

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Marketing Systems of Illinois, Inc.
(Name of corporation - must include suffix)

900001967579
-10/08/96--01095--006
*****70.00 *****70.00

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:

Corrine Hlavac

(Name of Person)

Marketing Systems of Illinois, Inc.

(Firm/Company)

4699 Auvergne Ave. Suite 14

(Address)

Lisle, IL 60532

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -7 AM 10:08

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

Connie Systo
(Name of Person)

at (630) 393-0202
(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. Marketing Systems of Illinois, Incorporated
(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. Illinois
(State or country under the law of which it is incorporated)
3. 36-4047901
(FBI number, if applicable)
4. 7/19/95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135))
7. Marketing Systems of Illinois, Inc.
4699 Auvergne Ave. Suite 14
Lisle, IL 60532
(Current mailing address)
8. Consulting
(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: Gary Schmidt

Office Address: 5521 W. Cypress St. Suite 103
Tampa, Florida, 33607
(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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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Randy A. Hlavac

Address: 6453 New Albany Rd.

Lisle, IL 60532

Director: Corinne M. Hlavac

Address: 6453 New Albany Rd.

Lisle, IL 60532

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

President: Randy A. Hlavac

Address: 6453 New Albany Rd.

Lisle, IL 60532

Vice President: _____

Address: _____

Secretary: Corinne M. Hlavac

Address: 6453 New Albany Rd.

Lisle, IL 60532

Treasurer: Corinne M. Hlavac

Address: 6453 New Albany Rd.

Lisle, IL 60532

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

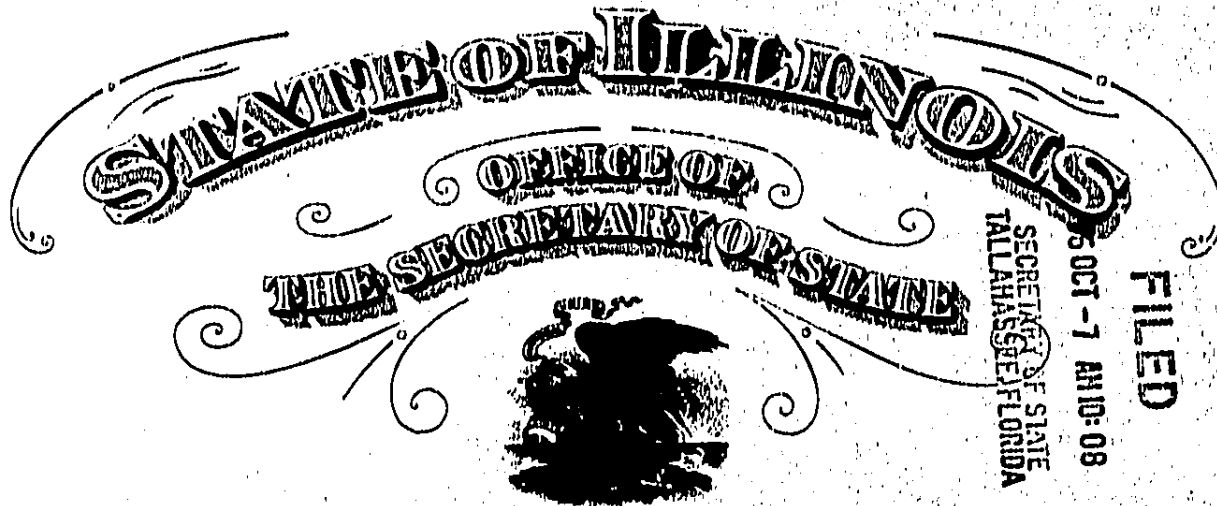
13. *Corinne Hlavac*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. *Corinne Hlavac*
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

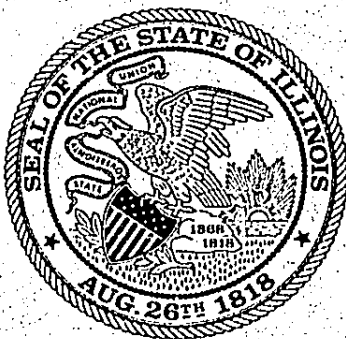
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File Number 5843-155-9



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **MARKETING SYSTEMS OF ILLINOIS, INCORPORATED,**
A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
JULY 19, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF
THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING
OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS
DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 26TH
day of SEPTEMBER A.D., 19 96

George H. Ryan
SECRETARY OF STATE