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REPLY TO:

POST OFFICE BOX 642
BOYNTON BEACH, FLORIDA 33425-0642

October 16, 1996

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

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-10/18/96--01064--003
***122.50 ***122.50

Re: TYSONS ART & JEWELRY EXCHANGE, INC.

Dear Qualification Section,

I enclose my check for \$122.50, the completed Application by Foreign Corporation for Authorization to Transact Business in Florida, and a Certificate of Good Standing from the Virginia State Corporation Commission.

Please file and approve the enclosed application. Please issue a certified copy and return same to me.

I thank you in advance for your cooperation and assistance.

Yours very truly,

MICHAEL P. SMODISH

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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1803, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. TYSONS Art & Jewelry Exchange, 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. XXXXXX XXXX XXXX XXXX Virginia 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. September 20, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not Applicable
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 607.185, F.S.))

7. 8150 Leesburg Pike, Suite A3
Vienna, VA 22182
(Current mailing address)

8. Wholesale and retail sales
(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:

Name: Michael P. Smodish

Office Address: 555 N. Congress Ave., Suite 301

Boynton Beach, Florida, 33426
(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.

Michael P. Smodish
(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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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: HARMAN FRIEDMAN

Address: 6661 Moonlit Drive
Delray Beach, FL 33446

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: HARMAN FRIEDMAN

Address: 6661 Moonlit Dr.
Delray Beach Florida 33446

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. HARMAN FRIEDMAN President
(Typed or printed name and capacity of person signing application)

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

TYSONS ART & JEWELRY EXCHANGE, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is September 20, 1991.

Nothing more is hereby certified.

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Signed and Sealed at Richmond

on this Date: October 01, 1996

William J. Bridge
William J. Bridge, Clerk of the Commission