

F96000005838

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: M.P.H.R.C. Corp
(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:

Bernie Sides
(Name of Person)

M.P.H.R.C. Corp
(Foreign Company)

888881399306--6
-11/07/96--01067--015
*****70.00 *****70.00

6184 NW 24 Terrace
(Address)

Boca Raton, Fla 33496
(City/State/Zip)

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

Bernie Sides
(Name of Person)

at (561) 998-8267
(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtk
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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. M.P.H. R.C. Corp

(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. New York State

(State or country under the law of which it is incorporated)

3. 11-3332502

(FEI number, if applicable)

4. July 24, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Your corp. will cease to exist or "perpetual")

6. none at this time (upon qualification)

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 812.155, F.S.))

7. Bernie Sells

6184 NW 24 Terrace, Boca Raton Fla 33496

(Current mailing address)

8. move to Florida as permanent residence

(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: Bernie Sells

Office Address: 6184 NW 24 Terrace

Boca Raton

, Florida, 33496

(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.

Bernie Sells

(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.

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: _____

Address: _____

Director: _____

Address: _____

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

President: Harry Abate

Address: 37 Burnham Hill Rd.

Westport, Conn. 06880

Vice President: Peter Sills

Address: 3 Virginia Ave

Long Beach NY 11561

Secretary: Bernice Sills

Address: 6184 NW 24 Terrace

Boca Raton, Fla 33496

Treasurer: _____

Address: _____

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

13. Bernice Sills

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

14. Bernice Sills Sec

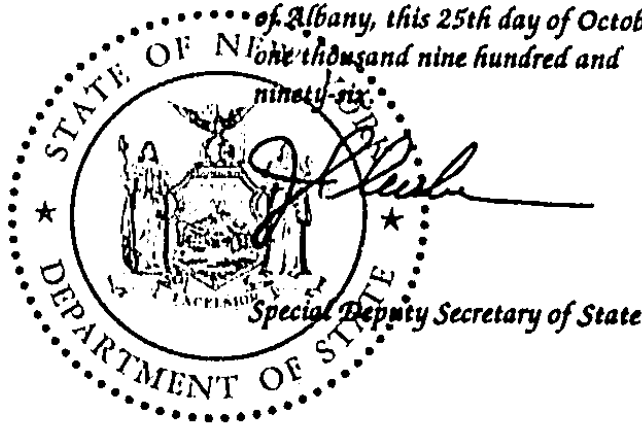
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of N.P.H.R.C. CORP. was filed on 07/24/1996, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of October
one thousand nine hundred and
ninety-six.



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