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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: UNIVERSAL SPANISH COMMUNICATIONS, INC.

AUDIT NUMBER.....H96000015835

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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11/08/96 16:34 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

November 8, 1996

FAS-T CORP. AGENTS, INC.

SUBJECT: UNIVERSAL SPANISH COMMUNICATIONS, INC.
REF: W96000023856

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

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

FAX Aud. #: H96000015835
Letter Number: 796A00051420

11/12/96

13:29

NO. 101 003

11/08/96

10:47

H96000015835

NO. 073 001

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Universal Spanish Communications, Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as with clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as present.)
2. New York
(State or country under the law of which it is incorporated)
3. 11-3230612
(FRT number, if applicable)
4. 9/23/94
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date this corporation began business in Florida. (See Sections 607.1301, 607.1302, AND 607.133, F.S.))
7. 25 CHAPEL ST
BROOKLYN, NY 11201
(Current mailing address)
8. To engage in retail and wholesales sales of nutritional products
(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: Gonzalo R. Dorta
Office Address: 1401 Brickell Ave #650
Miami FL, Florida, 33131
(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.

Gonzalo R. Dorta
(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.

Prepared by: Gonzalo R. Dorta 81
1401 Brickell Ave. #650
Miami, FL 33131
(305) 381-8866

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12. Name and address of officer under election: (Name address ONLY - P. O. Box NOT acceptable)

A. DIRECTOR (Name address only - P. O. Box NOT acceptable)

NAME: NANCY MURPHY

Address: 1004 BLVD EAST GUTTENBERG, NJ 07092

Vice Chairman:

Address:

NAME: NANCY MURPHY

Address: 1004 BLVD EAST GUTTENBERG, NJ 07092

Secretary:

Address:

B. CHAIRMAN (Name address only - P. O. Box NOT acceptable)

NAME: FRANK MURPHY

Address: 1004 BLVD EAST GUTTENBERG, NJ 07092

Vice President:

Address:

NAME: FRANK MURPHY

Address: 1004 BLVD EAST GUTTENBERG, NJ 07092

Treasurer:

Address:

NOTE: If necessary, you may attach to application the following additional information:

13. [Signature]

14. FRANK MURPHY

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11/12/96 13:29

NOV-07-00 10:57 FROM: NATIONAL CORP RESEARCH

ID: 5106342771

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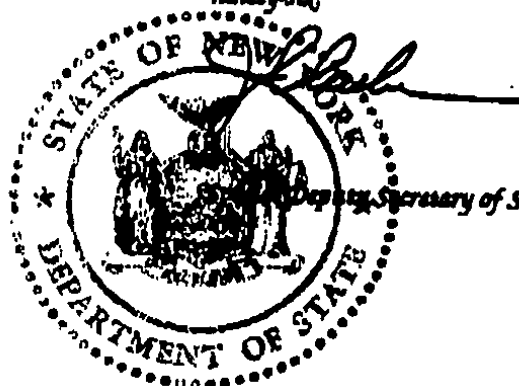
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State of New York
Department of State | **SS:**

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I hereby certify, that the certificate of incorporation of **UNIVERSAL SPANISH COMMUNICATIONS, INC.** was filed on 09/23/1994, 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 06th day of November
one thousand nine hundred and
ninety-six,*



Deputy Secretary of State

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