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November 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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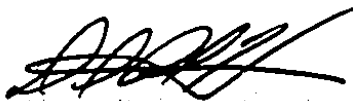
Re: Registration of a Foreign Corporation
Vendor Capital Communications, Inc., a Michigan corporation

Dear Sir:

Enclosed you will find the completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Vendor Capital Communications, Inc. Pursuant to your instructions, I am also enclosing a Certificate from Lansing Michigan stating that Vendor Capital Communications, Inc. was incorporated on February 12th, 1996 and validly exists under the laws of Michigan.

Also enclosed you will find our firm check in the amount of \$122.50 which represents the registration fee of \$70.00 and the Certified Copy charge of \$52.50. To expedite the return of the letter of acknowledgement and the Certified Copy, we are enclosing a stamped, self-addressed envelope for the return to our office. If you have any questions regarding these enclosures, or if we can provide any additional information, please don't hesitate to call at the above telephone numbers.

Sincerely yours,



DAVID PAUL HORAN
For the Firm

DPH:krh

Enclosures.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. VENDOR CAPITAL COMMUNICATIONS, 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. LANSING, MICHIGAN
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. February 12, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 20th, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 11 Main Street, Suite 16
Southboro, MA 01772
(Current mailing address)
lawful
8. Any / business authorized under the State of Michigan and the United States
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida, or America.)
9. Name and street address of Florida registered agent:
Name: David Paul Horan, Esq.
Office Address: 608 Whitehead Street
Key West, Florida, 33040
(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.

David Paul Horan
(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: Richard W. Harris

Address: 25 Pinecone Lane

Southboro, MA 01772

Vice Chairman: Albert Berardi

Address: One Potomac Court

Washingtonville, NY 10992

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Aaron Crossley

Address: 31 Central Avenue

Montclair, NJ 07042

Vice President: _____

Address: _____

Secretary: Albert Berardi

Address: One Potomac Court

Washingtonville, NY 10992

Treasurer: Richard W. Harris

Address: 25 Pinecone Lane

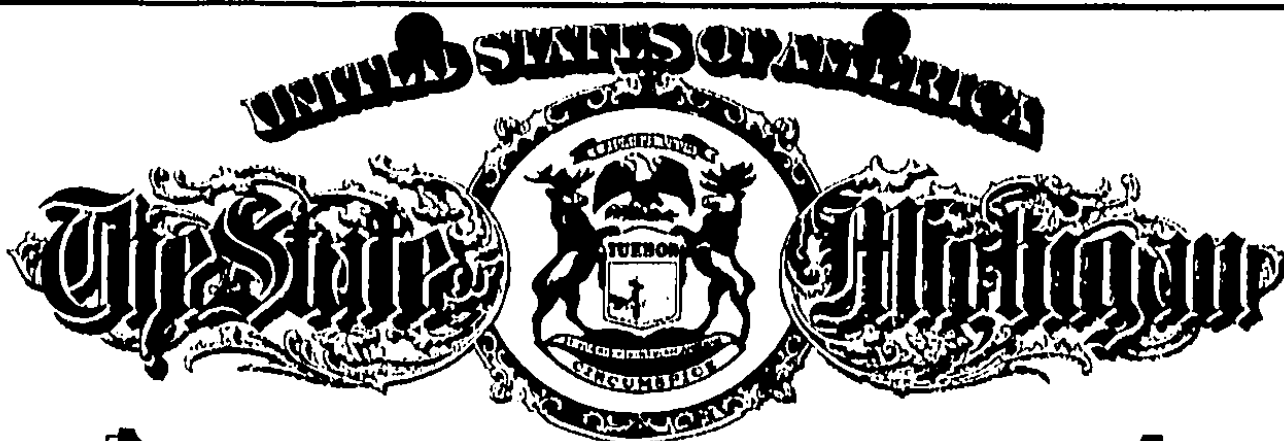
Southboro, MA 01772

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. Richard W. Harris, Chairman
(Typed or printed name and capacity of person signing application)

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SEALARY OF STATE
TALLAHASSEE, FLORIDA



Lansing, Michigan

This is to Certify That

VENDOR CAPITAL COMMUNICATIONS, INC.

was validly incorporated on February 12, 1996, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of October, 1996.

Carl L. Lipp, Director

Corporation, Securities and Land Development Bureau