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12/02/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: MC FISH INC.

AUDIT NUMBER.....H96000016900

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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DIVISION OF CORPORATIONS

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**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. EC Fish 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. Delaware

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

3. 23-2825580

(FEI number, if applicable)

4. November 1, 1995

(Date of Incorporation)

5. perpetual

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

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 607.155, F.S.))

7. 9561 Fontainebleau Boulevard, #104

Miami, FL 33172

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: distributor services and all other lawful activities permitted under Florida law.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Stephen T. Rosa
9561 Fontainebleau Boulevard, #104
Miami, FL 33172

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.

By: Stephen T. Rosa

Stephen T. Rosa, by L.A. Uriarte as attorney-in-fact

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.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS

Stephen T. Rose
9561 Fontainebleau Boulevard, #104
Miami, FL 33172

B. OFFICERS

PRESIDENT Stephen T. Rose
9561 Fontainebleau Boulevard, #104
Miami, FL 33172

SECRETARY Stephen T. Rose
9561 Fontainebleau Boulevard, #104
Miami, FL 33172

TREASURER Stephen T. Rose
9561 Fontainebleau Boulevard, #104
Miami, FL 33172

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13. Signature of an officer listed in item 12:

By: 

Name: Stephen T. Rose by L.A. Uriarte as attorney-
in-fact

Date: December 2, 1996

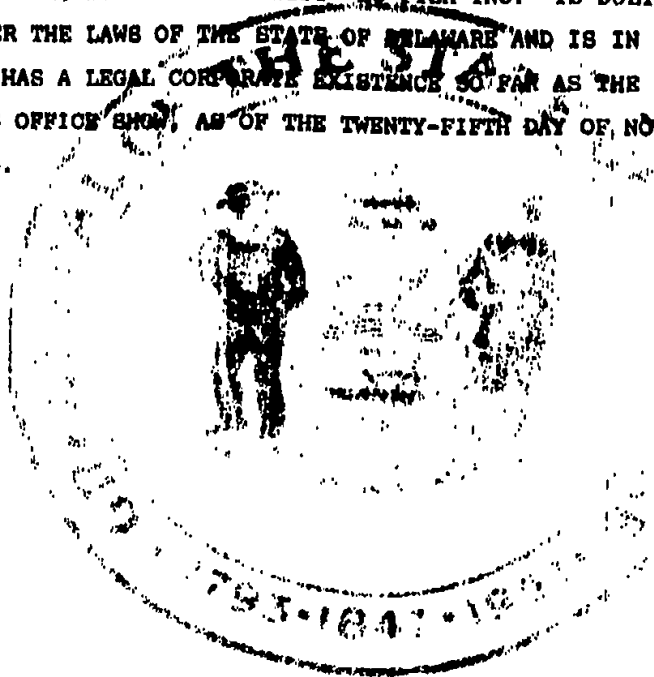
American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EC FISH INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8209134

11-25-96

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