

FROM: 15147 FROM THE COMPANY CORP. TO 19849224881 P.02
THE COMPANY CORPORATION
TO: D... (904) 222-...
000006304

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302) 575-0440
(302) 575-1346

ACCT#:
FAX #:

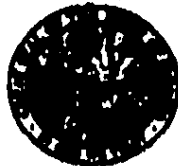
NAME: INTERNATIONAL PURCHASING CORPORATION
AUDIT NUMBER.....H96000016951
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0
CERT. COPIES.....0
FAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$70.00
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

RECEIVED
96 DEC -3 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/12/4
FILED
96 DEC -4 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC-03-1996 16140 FROM THE COMPANY CORP.
H96000016951

TO 19849224881 P.63



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

PATRICK COSTADONI
6941 NW 173 DR. #105
MIAMI, FL 33016

SUBJECT: INTERNATIONAL PURCHASING CORPORATION
Ref. Number: W96000024071

We have received your document for INTERNATIONAL PURCHASING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

Our office requires you provide a certificate of existence (good standing) instead of a certificate of incorporation, in which the certificate needs to be an original. You would need to contact your Secretary of State in Delaware to receive such a certificate at (302) 739-3077.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-8097.

Michael Mays
Document Specialist

Letter Number: 396A00051863

DEC-03-1996 16:49 FROM THE COMPANY CORP.

TO

19049224001 P.07

H96000016951

International Purchasing Corporation

Resolution of Board of Directors

I, the undersigned Patrick Costadoni, do hereby certify that this Resolution of the Board of Directors of the International Purchasing Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on November 19, 1996.

Be It resolved that the International Purchasing Corporation organized and existing in state of Delaware, hereby adopts the name International Purchasing Corporation of Delaware, Inc. for use in the state of Florida.

Dated: November 20, 1996



Patrick Costadoni, President

FILED
96 DEC -4 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000016951

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:**

(which will do business in Florida: International Purchasing Corporation of Delaware, Inc.)
1. INTERNATIONAL PURCHASING CORPORATION
(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 it is so contained in the name at present.)

2. DELAWARE 3. 58-2261924
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/19/96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. 11/19/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.100, F.S.))

7. 10311 HOLLY CT.
PENBRIDGE PINES, FL 33026
(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT FOR WHICH CORPORATIONS MAY BE ORGANIZED
(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: Larry Wolfe
Office Address: 200A John Knox Rd.
Tallahassee, Florida, 32303
(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.

see attached
(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: PATRICK COSTADONI

Address: 6441 NW 173 DR #105

MIAMI, FL 33015

Vice President: LUCY NORRY

Address: 10311 HOLLY CT.

PEMBROKE PINES, FL 33026

Secretary: LUCY NORRY

Address: 10311 HOLLY CT.

PEMBROKE PINES, FL 33026

Treasurer: _____

Address: _____

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

13. Patrick Costadoni, PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PATRICK COSTADONI, PRESIDENT
(Typed or printed name and capacity of person signing application)

96 DEC -4 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DEC-03-1996 16:49 FROM THE COMPANY CORP.
H96000016951

TO

19049224001 P.06

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this International Purchasing Corporation desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Pembroke Pines State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Larry Wolfe

12/2/96
Date

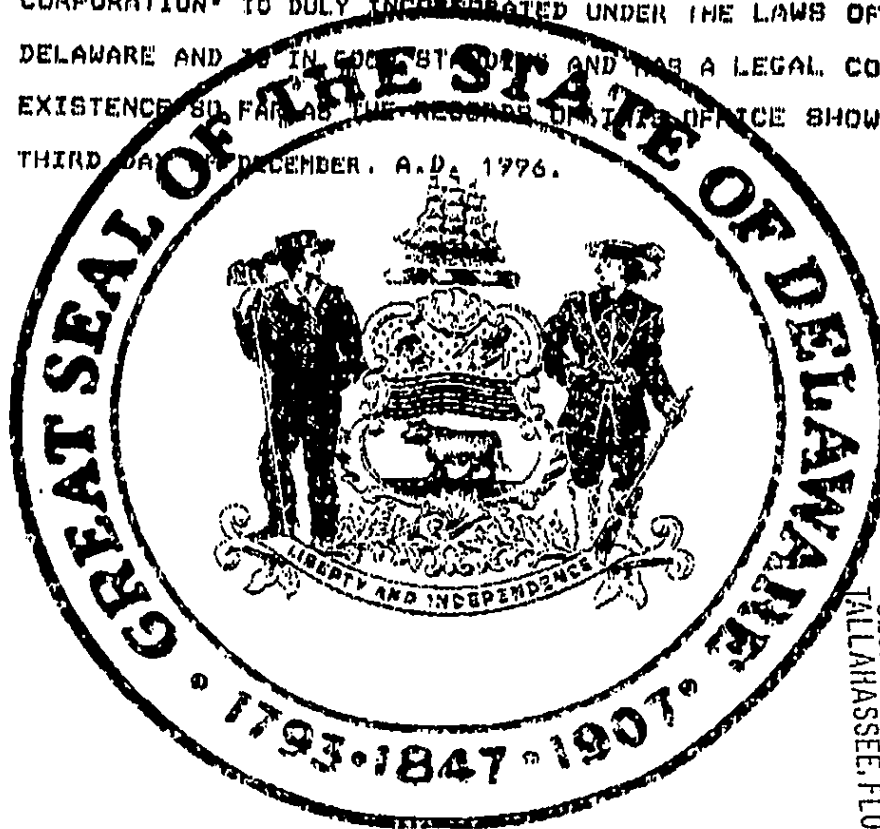
FILED
96 DEC -4 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000016951

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL PURCHASING CORPORATION" TO 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 THIRD DAY OF DECEMBER, A.D. 1976.



FILED
96 DEC -4 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2664352 8300

960351386

8217460

12-03-96

MY0000016951
TOTAL P.08