

F96000006606

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NEW MEDIA SYSTEMS & PUBLISHING INC.
(Name of corporation - must include suffix)

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-12/17/96--01162--003
*****70.00 *****70.00

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:

CHRISTOPHER MIECZKOWSKI
(Name of Person)

New Media Systems & Publishing Inc.
(Firm/Company)

P.O. Box 500011
(Address)

Marathon, FL 33050-0011
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

CHRIS MIECZKOWSKI at (305) 872-0057
(Name of Person) (Area Code & Daytime Telephone Number)

mt
12/17

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. NEW MEDIA SYSTEMS & PUBLISHING 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. 65-0700137
(FBI number, if applicable)
4. 09-30-1996
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 11-01-1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. NEW MEDIA SYSTEMS & PUBLISHING INC.
P.O. Box 500011, MARATHON, FL 33050-0011
(Current mailing address)
8. We would like to bring the new kind of service and products to the Florida Keys and Monroe county community.
(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 acceptable)
Name: CHRISTOPHER HIECZKOWSKI
Office Address: 11450 OVERSEAS HWY.
MARATHON, Florida, 33050
(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.

Chris
(Registered agent's signature)

12-10-96

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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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: ELIZABETH ZADYGOWICZ

Address: 77 DELAWARE DR. # 1209
HAMILTON, CANADA L8E 1G5

Vice Chairman: CHRISTOPHER MIECZKOWSKI

Address: 27963 SNAPPER LN
LITTLE TORCH KEY, FL 33042

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ELIZABETH ZADYGOWICZ

Address: see above please

Vice President: CHRISTOPHER MIECZKOWSKI

Address: see above please

Secretary: CHRISTOPHER MIECZKOWSKI

Address: see above please

Treasurer: ELIZABETH ZADYGOWICZ

Address: see above please

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

13. Mti 12-10-96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

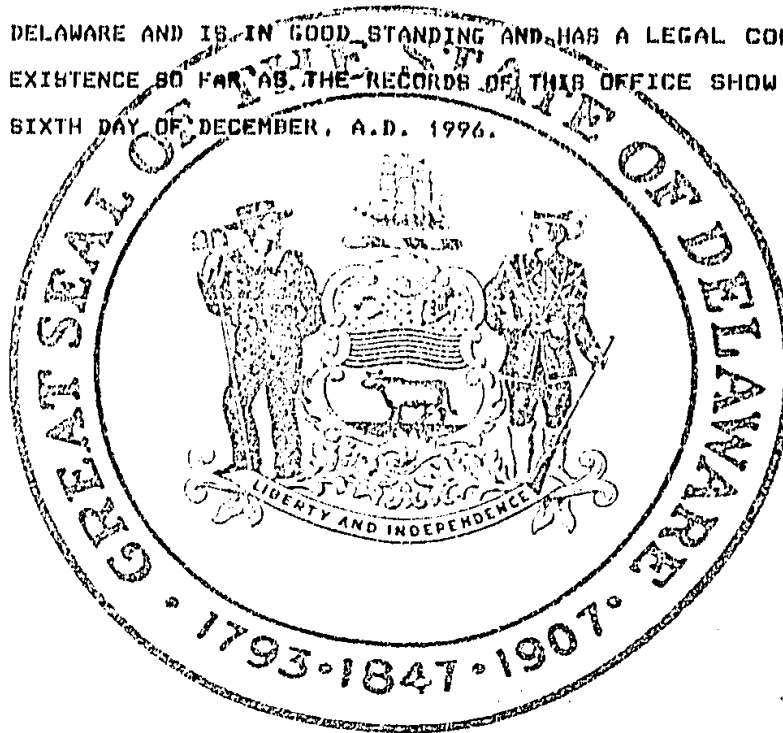
14. CHRISTOPHER MIECZKOWSKI, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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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 HEREDY CERTIFY **NEW MEDIA SYSTEMS & PUBLISHING 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 SIXTH DAY OF DECEMBER, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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12-06-96