CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

F96000006837

____ of ____

RE: Caladan Group, Inc.

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____ Return via ____

Matter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

Foreign Corp. File
(Copy(s)
Art. of Amend. File
Dissolution/Withdrawal
✓ O U S- 95
Fictitious Name File
200002029952--3
Name Reservation -12/27/96--01102--001
Annual Report/Reinstatement ****78.75 ****78.75
Reg. Agent Service
Document Filing
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
____ File No.'s, ____ Copies
Courier Service ____
Shipping/Handling
Phone ( )
Top Priority
Express Mail Prep.
FAX ( ) pgs.

SUBTOTALS ____

96 DEC 27 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

RECEIVED
96 DEC 27 PM 12:24
DIVISION OF CORPORATION

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAD		

WALK-IN
Will Pick Up 122296

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

11-2529-7 PONDER'S INC., THOMASVILLE, GA.

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. Celadon Group 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. Nevada
(State or country under the law of which it is incorporated)

3. 95 4597493
(FEI number, if applicable)

4. June 10, 1994
(Date of incorporation)

5. 6/10/1994
(Duration: Year corp. will cease to exist or "perpetual")

6. December 30, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 8695 College Parkway Suite 360
Ft Myers, FL 33919
(Current mailing address)

8. All legal business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

96 DEC 27 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

9. **Name and street address of Florida registered agent:**

Name: Thomas Helfrich
Office Address: 5438 ASHTON CIRCLE
Ft. Myers, Florida, 33907
(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.

(Registered agent's signature)

TH

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:

A. DIRECTORS

Chairman: Norbert Witten
✓ Address: Beim Schillingstift 8
22589 Hamburg / Germany

Vice Chairman:
Address:

Director: Giovanni Scavone
✓ Address: Platanenallee 4c
22527 Hamburg / Germany

Director: Samuel Tucker
✓ Address: 129, Park Avenue
Centerville, Mass. 06232

B. OFFICERS

President: Samuel Tucker
✓ Address: 129, Park Avenue
Centerville, Mass. 06232

Vice President:
Address:

Secretary: Samuel Tucker
✓ Address: 129 Park Avenue
Centerville, Mass. 06232

Treasurer: Samuel Tucker
Address: 129, Park Avenue
Centerville, Mass. 06232

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

3. Nobert Witten
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) ✓ DF NW

I. Norbert Witten
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE

STATE OF NEVADA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CELADON GROUP INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 6, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 17, 1996.

Dean Heller

Secretary of State

By Cara D. Biber

Certification Clerk