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FIRESTONE PUBLISHING, INC.
214 Brazilian Avenue, Suite 300
Calm Beach, FL 33460
Tel (561) 859-0121 Fax (561) 859-0214

December 19, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-12/26/96--01030--005
*****78.75 *****78.75

RE: Firestone Publishing, Inc.
Application to Transact Business in Florida

Dear Sir/Madam;

On behalf of Firestone Publishing, Inc. and pursuant to Florida Statutes, section 607.1503, enclosed please find:

1. Check payable to the Florida Department of State in the amount of \$78.75;
2. Firestone Certificate of Incorporation (Delaware);
3. One original and one copy of Application by Firestone to Transact Business in Florida;
4. Stamped, self-addressed return envelope (for date stamped copy of Application and Certificate of Status).

Should you require any additional information, please do not hesitate to call.

Sincerely,
FIRESTONE PUBLISHING, INC.

Cassandra A. Aitken
Cassandra A. Aitken, Paralegal

/ca
Encl(s)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm
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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FIRESTONE PUBLISHING, INC.
(Name of corporation - must include suffix)

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:

ROBERT KENDALL
(Name of Person)

FIRESTONE PUBLISHING, INC.
(Firm/Company)

214 BRAZILIAN AVE SUITE 300
(Address)

PALM BEACH, FL 33480
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

ROBERT KENDALL at (561) 659-0121
(Name of Person) (Area Code & Daytime Telephone Number)

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. FIRESTONE 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 3. 65-0683898
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/15/96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9/6/96
(Date first transacted business in Florida, (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 214 Brazilian Ave, St. 300
Palm Beach, FL 33480
(Current mailing address)

8. Publishing
(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 **NOT** acceptable)

Name: Robert F Kendall
Firestone Publishing, Inc
Office Address: 214 Brazilian Ave #300
Palm Beach, Florida, 33480
(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)
ROBERT F. KENDALL, CPA

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: James J. Mcnamara
Address: 214 Brazilian Ave, #300
Palm Beach FL 33480

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

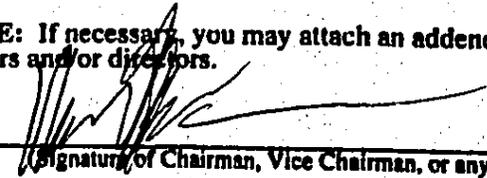
President: James J. Mcnamara
Address: 214 Brazilian Ave, #300
Palm Beach FL 33480

Vice President: Robert F. Kendall
Address: 214 Brazilian Ave, #300
Palm Beach FL 33480

Secretary: James J. Mcnamara
Address: 214 Brazilian Ave, #300
Palm Beach, FL 33480

Treasurer: Robert F. Kendall
Address: 214 Brazilian Ave, #300
Palm Beach FL 33480

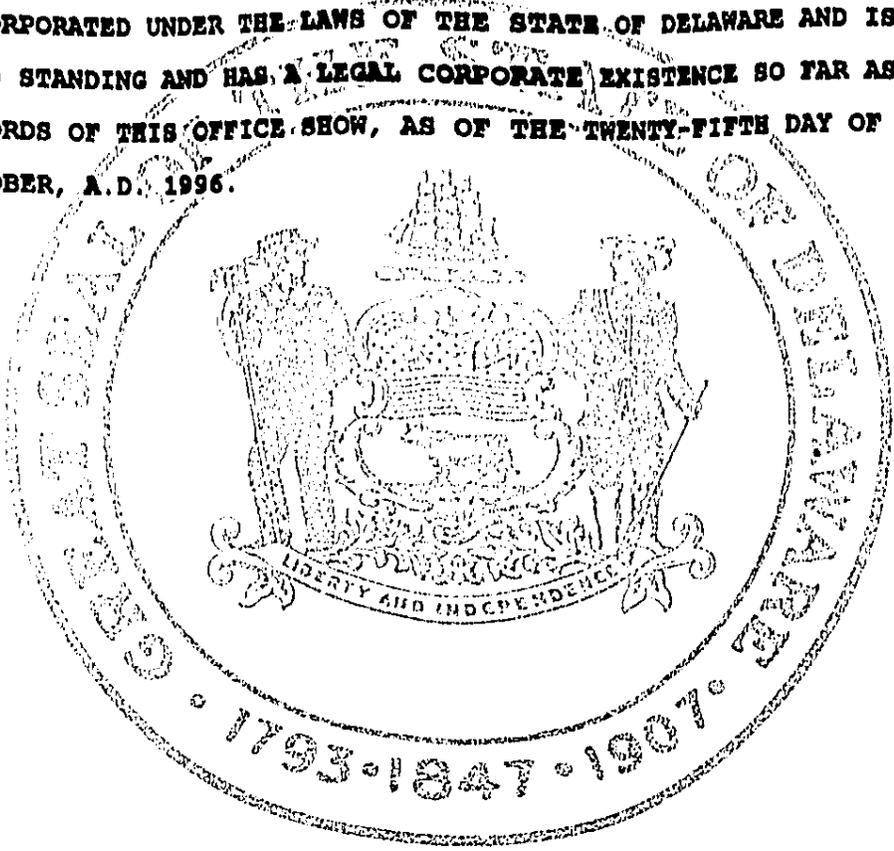
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Robert F. Kendall, V.P.
(Typed or printed name and capacity of person signing application)

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 "FIRESTONE 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 AM 11:09



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8162760
DATE: 10-25-96