

F97000005696

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MEDIA 2000, 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: 300002326833-4

Joseph A. Frein, Esquire

(Name of Person)

Law Offices of Joseph A. Frein

(Firm/Company)

118 E. Jefferson Street

(Address)

Orlando, Florida 32801

(City/State/Zip)

-10/22/97-01059-003
*****78.75 *****78.75

W97-24077

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

Joseph A. Frein

(Name of Person)

at (407) 649-9133

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

H2 10/29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LAW OFFICES OF
JOSEPH A. FREIN
ATTORNEY AT LAW
118 EAST JEFFERSON STREET
ORLANDO, FLORIDA 32801
(407) 649-9133
FAX (407) 649-7812

VIA FEDERAL EXPRESS

October 21, 1997

Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Media 2000, Inc.

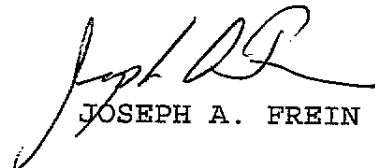
Dear Sir/Madam:

Please find enclosed herewith the Application by Foreign Corporation for Authorization to Transact Business in Florida; the Transmittal Letter; an original certificate of existence executed by the State of Delaware, dated October 9, 1997; and, our firm's check in the amount of \$78.75, representing payment for the \$70.00 registration fee and \$8.75 for a Certificate of Status, regarding the above-referenced corporation.

Also enclosed herewith is a pre-paid Federal Express Airbill and envelope for the return mailing of the requested Certificate of Status.

Please feel free to contact this office if additional information is required. Thank you for your attention and courtesy.

Cordially,


JOSEPH A. FREIN

JAF/lh

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1997

JOSEPH A. FREIN, ESQ.
118 E. JEFFERSON ST
ORLANDO, FL 32801

SUBJECT: MEDIA 2000, INC.
Ref. Number: W97000024077

We have received your document for MEDIA 2000, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 597A00051557

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Joseph A. Frein, do hereby certify
(Name)

that this Resolution of the Board of Directors of Media 2000, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

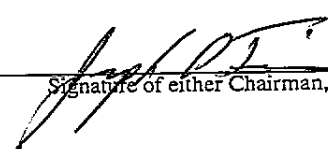
was duly adopted on October 27, 19 97.

Be it resolved, that Media 2000, Inc.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Media 2000 Limited, Inc. for use in Florida.

Dated: October 27, 1997


Signature of either Chairman, Vice Chairman or any officer

Joseph A. Frein

Type or print name

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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. MEDIA 2000, 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. State of Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 19, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 31, 1997 - anticipated
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6955 Hanging Moss Road #103
Orlando, Florida 32807
(Current mailing address)
8. To engage in all/any lawful activity authorized for corporations under Chapter
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 607, Fla. Stat.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Joseph A. Frein
Office Address: 118 E. Jefferson Street
Orlando, Florida, 32801
(Zip code)

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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.

Joseph A. Frein
(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: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

Vice Chairman: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

Director: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

Director: _____

Address: _____

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

President: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

Vice President: Joseph A. Frein

Address: 118 E. Jefferson Street
Orlando, Florida 32801

Secretary: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

Treasurer: Peter Harrold

Address: 6955 Hanging Moss Road #103
Orlando, Florida 32807

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

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

14. Joseph A. Frein, Vice President
(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 "MEDIA 2000, 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 NINTH DAY OF OCTOBER, A.D. 1997.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8695280
10-09-97

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