

F 97000005977

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MONARCH TRADING LTD., INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

9000002341249--8

-11/07/97--01023--013

*****70.00

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:

STEVEN R. SCHLAM, PRESIDENT
(Name of Person)

W97-25341

MONARCH TRADING LTD.
(Firm/Company)

P.O. Box 402623
(Address)

MIAMI BEACH, FL 33140-0623
(City/State/Zip)

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

STEVEN R. SCHLAM at (305) 867 6770

(Name of Person)

(Area Code & Daytime Telephone Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LR
11/12

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 7, 1997

STEVEN R. SCHLAM
MONARCH TRADING LTD.
PO BOX 402623
MIAMI BEACH, FL 33140-0623

SUBJECT: MONARCH TRADING LTD., INC.
Ref. Number: W97000025341

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

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 297A00053933

11/12/97
 To: LEE RIVERS, SUAR
 QUALIFICATION FAX LIAISON Section
 VIA FAX TO: 850-487-6013

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned STEVEN R. SCHLAM, do hereby certify
 (Name)

that this Resolution of the Board of Directors of MONARCH TRADING LTD.
 (Corporate Name)


a corporation duly organized and existing under the laws of the State of NEW YORK,
 was duly adopted on NOVEMBER 10, 1997, 19____.

Be it resolved, that MONARCH TRADING LTD.
 (Corporate Name)

organized and existing in the State of NEW YORK, hereby adopts the name

MONARCH TRADING LIMITED, INC. for use in Florida.

Dated: 11/10/97


 Signature of either Chairman, Vice Chairman or any officer

STEVEN R. SCHLAM
 Type or print name

INHS19(4/96)

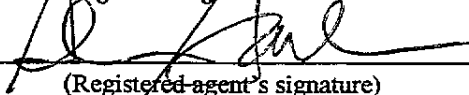
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. MONARCH TRADING LTD., 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. N.Y.
(State or country under the law of which it is incorporated)
3. 11-3194429
(FEI number, if applicable)
4. 1/11/94
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 402623
MIAMI BEACH, FL 33140-0623
(Current mailing address)
8. TRANSACT ANY AND ALL LAWFUL BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: STEVEN R. SCHLAM
Office Address: 5601 COLLINS AVE., SUITE 801
MIAMI BEACH, Florida, 33140
(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)

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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DIVISION OF CORPORATIONS
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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: STEVEN R. SCHLAM

Address: 5601 COLLINS AVE., #801, MIAMI BEACH, FL 33140

Vice Chairman: CAROLYN SCHLAM

Address: 5601 COLLINS AVE., #801, MIAMI BEACH, FL 33140

Director: _____

Address: _____

Director: _____

Address: _____

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

President: STEVEN R. SCHLAM

Address: 5601 COLLINS AVE., #801, MIAMI BEACH, FL 33140

Vice President: _____

Address: _____

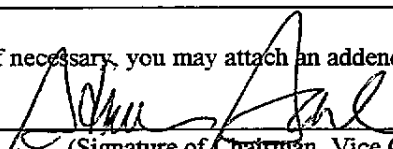
Secretary: CAROLYN SCHLAM

Address: 5601 COLLINS AVE., #801, MIAMI BEACH, FL 33140

Treasurer: STEVEN R. SCHLAM

Address: 5601 COLLINS AVE., #801, MIAMI BEACH, FL 33140

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. STEVEN R. SCHLAM, PRES.

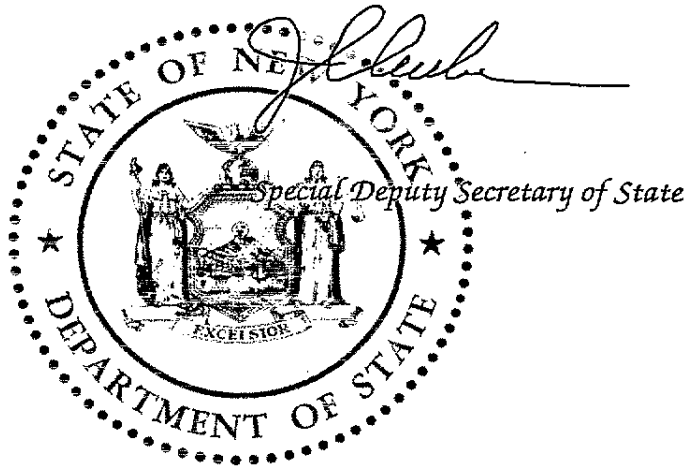
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 PM 1:07

State of New York } **ss:**
Department of State

I hereby certify, that the certificate of incorporation of MONARCH TRADING LTD. was filed on 01/11/1994, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of October
one thousand nine hundred and
ninety-seven.*



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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