

F97000006530

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600002359946--1

-12/01/97--01172--001

*****70.00 *****70.00

SUBJECT: MEDIA ONE INTERNATIONAL, INC.
(Name of corporation - must include suffix)

W97-26830

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:

DONALD R. CRISSEY

(Name of Person)

MEDIA ONE INTERNATIONAL, INC.

(Firm/Company)

940 N.E. 170th St.---Suite 116

(Address)

N. MIAMI BEACH, FL. 33162

(City, State and Zip Code)

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

DONALD R. CRISSEY at (305) 652-2553

(Name of Person)

Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1997

DONALD R CRISSEY
MEDIA ONE INTERNATIONAL INC
940 N.E. 170TH ST., STE 116
N MIAMI BEACH, FL 33162

SUBJECT: MEDIA ONE INTERNATIONAL, INC.
Ref. Number: W97000026830

We have received your document for MEDIA ONE INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You have provided a certificate of incorporation that is not what we require in order to process the application. You would need to submit a certificate of existence (good standing) from your Secretary of State of Delaware. I have enclosed an example for your convenience.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 697A00056857

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

- MEDIA ONE INTERNATIONAL, INC.
1. MEDIA ONE INTERNATIONAL, 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. 65-079-4486
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/19/97 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/21/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 940 N.E. 170th St. --- Suite 116
North Miami Beach, Fl. 33162
(Current mailing address)
8. ADVERTISING AGENCY
(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:
Name: DONALD R. CRISSEY
Office Address: 940 N.E. 170th St. --- Suite 116
North Miami Beach, Florida, 33162
(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.

Donald Crissey
(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:

A. DIRECTORS

Chairman: DONALD R. CRISSEY
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162
Vice Chairman: BEATRICE KAUFMAN
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162
Director: N/A
Address: _____
Director: N/A
Address: _____

B. OFFICERS

President: DONALD R. CRISSEY
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162
Vice President: DONALD R. CRISSEY
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162
Secretary: BEATRICE KAUFMAN
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162
Treasurer: BEATRICE KAUFMAN
Address: 940 N.E. 170th St.---Suite 116
North Miami Beach, Fl. 33162

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

13.

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

DONALD R. CRISSEY, PRESIDENT

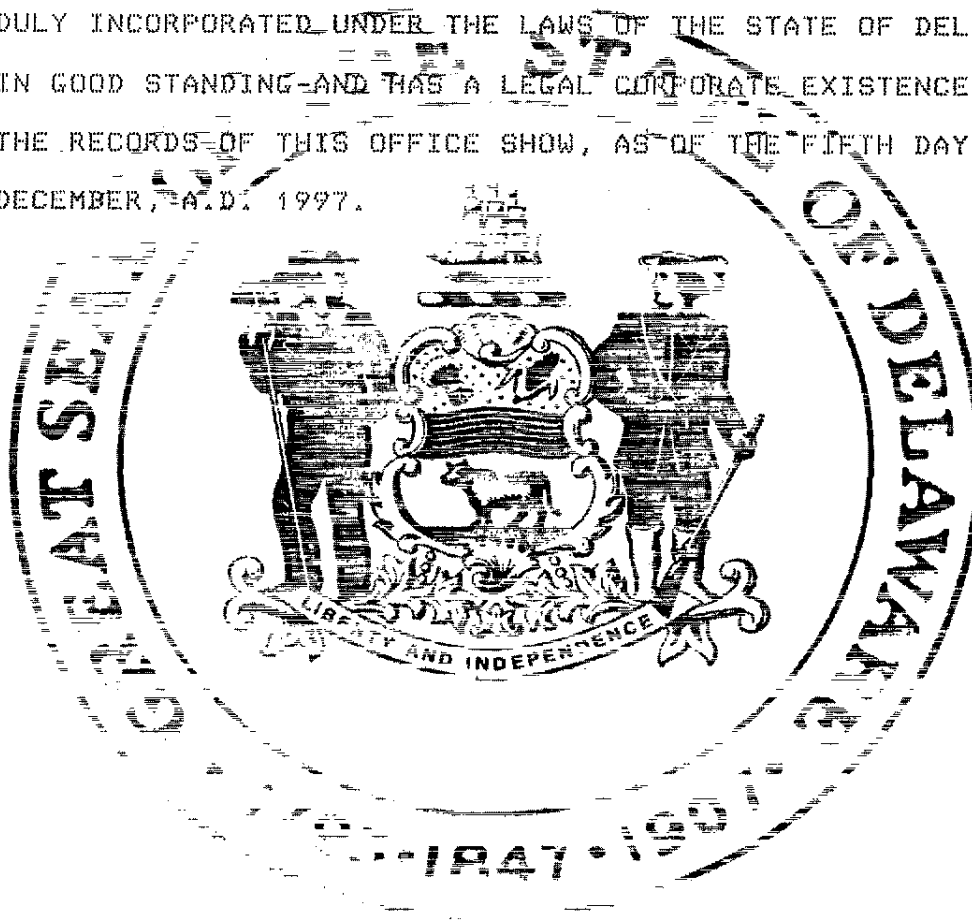
14.

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

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 HEREBY CERTIFY "MEDIA ONE INTERNATIONAL 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 FIFTH DAY OF DECEMBER, A.D. 1997.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2822133 8300

DATE:

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