

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Hemisphere Holdings Group, 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:

Daniel M. Boyar W97-26248
(Name of Person)

Hemisphere Holdings Group, Inc.
(Firm/Company)

3300 S.W. 34th Avenue, Suite 148
(Address)

Ocala, FL 34474
(City/State/Zip)

gf 12/19

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

Daniel M. Boyar
(Name of Person)

at (352) 861-2558
(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

FILED
DEC 19 PM 1:50
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1997

DANIEL M. BOYAR
HEMISPHERE HOLDINGS GROUP, INC.
3300 SW 34TH AVE., #148
OCALA, FL 34474

SUBJECT: HEMISPHERE HOLDINGS GROUP, INC.
Ref. Number: W97000026248

We have received your document for HEMISPHERE HOLDINGS GROUP, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 797A00055699

**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. Hemisphere Holdings 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. New York
(State or country under the law of which it is incorporated)

3. 59-3477232
(FEI number, if applicable)

4. September 10, 1997
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. No Business Yet Transacted
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3300 SW 34th Avenue, Suite 148
Ocala, Florida 34474
(Current mailing address)

8. Any and all lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

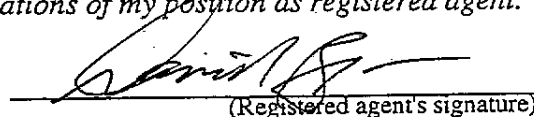
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DANIEL M. BOYAR

Office Address: 3300 SW 34th Avenue, Suite 148
OCALA, Florida, 34474
(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.

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: Daniel M. Boyar
Address: 3300 SW 34th Avenue, Suite 148
Ocala, FL 34474

Vice Chairman: Michael J. Harte
Address: 1823 Wainwright Drive
Reston, VA 20190

Director: May P. Cawal
Address: 7208 Sand Lake Blvd, Suite 304
Orlando, FL 32819

Director: _____
Address: _____

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

President: C. Mashe Silver
Address: 40 Wall, 59th Floor
New York, N.Y. 10005

Vice President: _____
Address: _____

Secretary: D. David Cohen
Address: Jericho Atrium, Suite 133, 500 N. Broadway
Jericho, N.Y. 11753

Treasurer: _____
Address: _____

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

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

14. DANIEL M. BOYAR, CHAIRMAN
(Typed or printed name and capacity of person signing application)

97 DEC 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of HEMISPHERE HOLDINGS GROUP, INC. was filed on 09/10/1997, 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 10th day of December
one thousand nine hundred and
ninety-seven.*

199712110328 59



[Signature]
Special Deputy Secretary of State

FILED
97 DEC 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA