

F98000000220

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700002379767--6
-12/22/97--01150--008
*****90.00 *****90.00

W97-28474

SUBJECT: OPPORTUNITIES UNLIMITED 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:

JULIA RADGALL
(Name of Person)
OPPORTUNITIES UNLIMITED INC.
(Firm/Company)
2459 CONWAY BOULEVARD
(Address)
PORT CHARLOTTE FL 33952
(City, State and Zip Code)

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

WILLIAM B. RADAGALL JR. at (941) 743-3914
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1997

JULIA RANDALL
OPPORTUNITIES UNLIMITED INC
2459 CONWAY BLVD
POR CHARLOTTE, FL 33952

SUBJECT: OPPORTUNITIES UNLIMITED, INC.
Ref. Number: W97000028474

We have received your document for OPPORTUNITIES UNLIMITED, INC. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 997A00060075

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JULIA J. RANDALL, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

OPPORTUNITIES Unlimited Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE

was duly adopted on _____

Be it resolved, that OPPORTUNITIES Unlimited Inc.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopted _____ name

OPPORTUNITIES Unlimited of Port Charlotte Inc.
or use _____ Florida.

Dated: 12/29/97

Julia J. Randall
Signature of either Chairman, Vice Chairman or any officer

JULIA J. RANDALL
Type or print name

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: JULIA RANDALL
Address: 2459 CONWAY BOULEVARD
PORT CHARLOTTE FLORIDA 33952
Vice Chairman: WILLIAM G. KADAGAN JR.
Address: 1515 FOREST NELSON BOULEVARD R103
PORT CHARLOTTE FLORIDA 33952
Director: PHILIP KAPLAN
Address: 2439 WONDERWIN STREET
PORT CHARLOTTE FLORIDA 33952
Director: COLEEN HENSLEY
Address: 23076 AUGUST AVENUE
PORT CHARLOTTE FLORIDA 33952

B. OFFICERS

President: JULIA RANDALL
Address: 2459 CONWAY BOULEVARD
PORT CHARLOTTE FLORIDA 33952
Vice President: WILLIAM G. KADAGAN JR.
Address: 1515 FOREST NELSON BOULEVARD R103
PORT CHARLOTTE FLORIDA 33952
Secretary: PHILIP KAPLAN
Address: 2439 WONDERWIN STREET
PORT CHARLOTTE FLORIDA 33952
Treasurer: COLEEN HENSLEY
Address: 23076 AUGUST AVENUE
PORT CHARLOTTE FLORIDA 33952

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

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

14. JULIA RANDALL PRESIDENT
(Typed or printed name and capacity of person signing application)

**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:**

1. OPPORTUNITIES UNLIMITED INCORPORATED
(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. 65-0774022
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-4-97 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8-20-97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2459 CONWAY BLVD
PORT CHARLOTTE FLORIDA 33952
(Current mailing address)
8. SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Julia Randall
Office Address: 2459 CONWAY BLVD
PORT CHARLOTTE, Florida, 33952
(Zip Code)

10. Registered agent's acceptance:

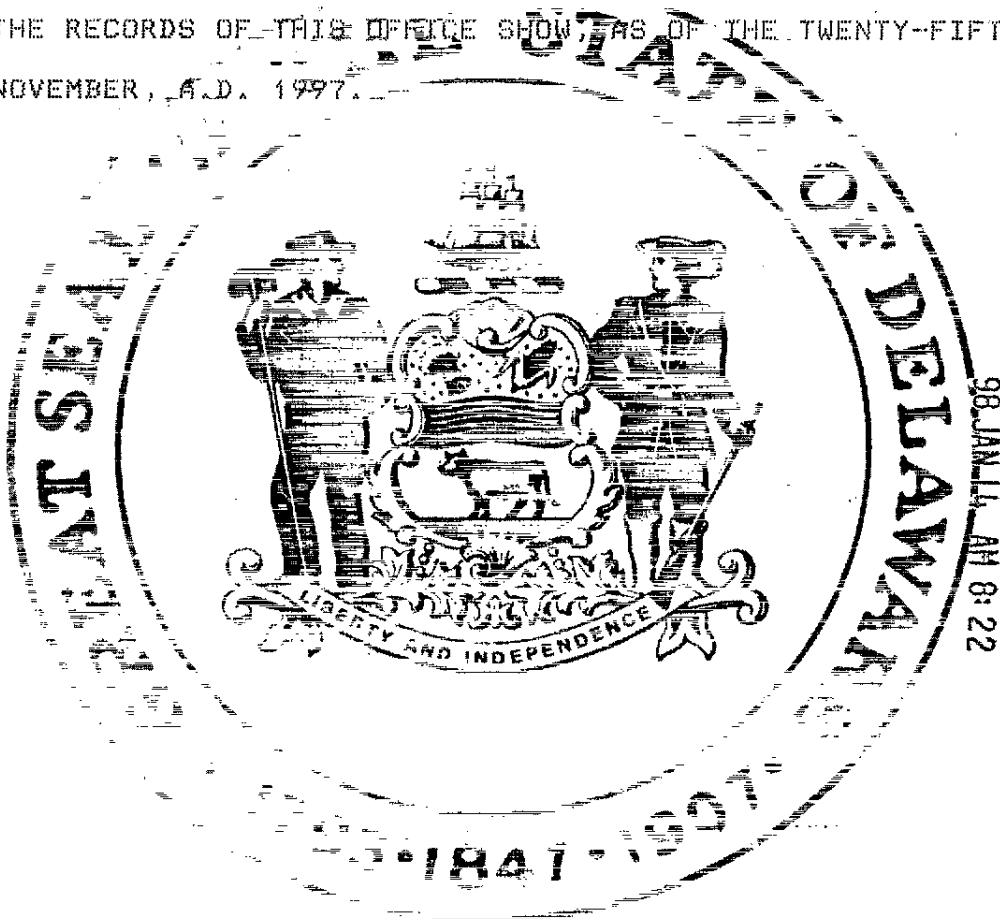
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Julia Randall
(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.

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPPORTUNITIES UNLIMITED 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 NOVEMBER, A.D. 1997.



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 DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

11-25-97