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TELECOPIER (561) 367-0960

NEW YORK OFFICE
120 WALL STREET
NEW YORK, NEW YORK 10005
(212) 269-1400

FEDERAL EXPRESS
December 30, 1997

State of Florida
Department of Corporations
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: I-Partners, Inc.

800002399738--6
-01/14/98--01057--016
****122.50 ****122.50

Dear Sir/Madam:

W98-1060

Enclosed is one (1) original and one (1) copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida, along with the Transmittal Letter. Please file the original in your office and return to us one file-stamped certified copy. Please return the certified copy via Federal Express, account #1049 5193 5.

I have also enclosed a check in the amount of \$122.50 to cover the following:

Filing Fee:
Designation of Registered Agent:
Certified Copy:

\$35.00
35.00
52.50
\$122.50

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SECRETARY OF STATE
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CORPORATIONS

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

mtm
1/22

Very truly yours,
David A. Carter, P.A.

By: Susan M. Massinger
Susan M. Massinger
Administrative Assistant

SMM/mmi
cc: I-Partners, Inc.
ipartners\florida.cvr

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: I-Partners, Inc.
(Name of corporation)

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:

David A. Carter, Esq.
(Name of Person)
David A. Carter, P.A.
(Firm/Company)
2300 Glades Road, Suite 210W
(Address)
Boca Raton, Florida 33431
(City, State and Zip Code)

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

David A. Carter, Esq. at (561) 750 - 6999
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 15, 1998

DAVID A CARTER, P.A.
2300 GLADES ROAD
SUITE 210, WEST TOWER
BOCA RATON, FL 33431

SUBJECT: I-PARTNERS, INC.
Ref. Number: W98000001060

We have received your document for I-PARTNERS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certificate of incorporation but that is not what we require in order process the application. You would need obtain a certificate of existence (good standing) from your Secretary of State of Delwarre.

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: 898A00002394

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DIVISION OF CORPORATIONS

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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:*

1. I-Partners, 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. 65-0799536
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/11/97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Anticipates first transaction 1/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o David A. Carter, P.A.
2300 Glades Road, Suite 210W
Boca Raton, Florida 33431
(Current mailing address)
8. All lawful acts pursuant to Florida Corporation Act
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
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9. Name and street address of Florida registered agent:

Name: David A. Carter, Esq.

Office Address: 2300 Glades Road, Suite 210W
Boca Raton, Florida, 33431
(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:

A. DIRECTORS

Chairman: John McCarthy

Address: 799 Marine Drive

Boca Raton, Florida 33431

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John McCarthy

Address: 799 Marine Drive

Boca Raton, Florida 33431

Vice President: _____

Address: _____

Secretary: _____

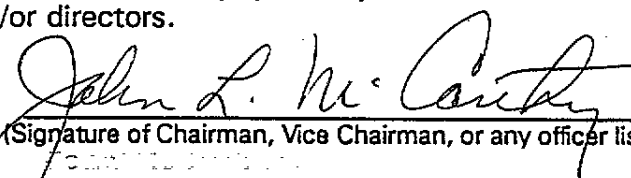
Address: _____

Treasurer: _____

Address: _____

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.

John McCarthy, Chairman

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

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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

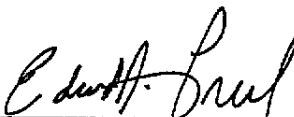
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I-PARTNERS, 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 THIRTIETH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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

AUTHENTICATION:

DATE:

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971452819

8841233

12-30-97