

F98000000521

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Auto Consultants of America, 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:

Keith J. Kanouse, Esquire

(Name of Person)

Keith J. Kanouse, P.A.

(Firm/Company)

2424 N. Federal Highway, Suite 353

(Address)

Boca Raton, FL 33431

(City/State/Zip)

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

Keith J. Kanouse, Esquire OR
Marilyn Schappert, CLA

(Name of Person)

at (561) 392-0001

(Area Code & Daytime Telephone Number)

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-01/07/98--01007--001
*****70.00 *****70.00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 8:35



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1998

KEITH J. KANOUSE, P.A.
2424 N. FEDERAL HWY, SUITE 353
BOCA RATON, FL 33431

SUBJECT: AUTO CONSULTANTS OF AMERICA, INC.
Ref. Number: W98000000374

We have received your document for AUTO CONSULTANTS OF AMERICA, 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:

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00000887

**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. Auto Consultants of America, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. See Attached 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 20801 Biscayne Boulevard, Suite 410
Aventura, Florida 33180
(Current mailing address)

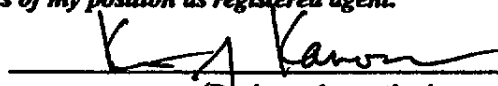
8. Auto Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Keith J. Kanouse

Office Address: 2424 N. Federal Highway, Ste. 353
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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Gonzalez

Address: 19315 N.E. 18th Court

North Miami Beach, FL 33179

Director: Marc Hameroff

Address: 3300 N.E. 1th Street, #1912

Aventura, FL 33180

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

President: Hal Royce Abramson

Address: 4565 Poinciana Street, Apt. W

Lauderdale By The Sea, FL 33308

Vice President: _____

Address: _____

Secretary: Hal Royce Abramson

Address: 4565 Poinciana Street, Apt. W

Lauderdale By The Sea, FL 33308

Treasurer: Hal Royce Abramson

Address: 4565 Poinciana Street, Apt. W

Lauderdale By The Sea, FL 33308

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

13. Hal Royce Abramson

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

14. Hal Royce Abramson, President

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

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APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

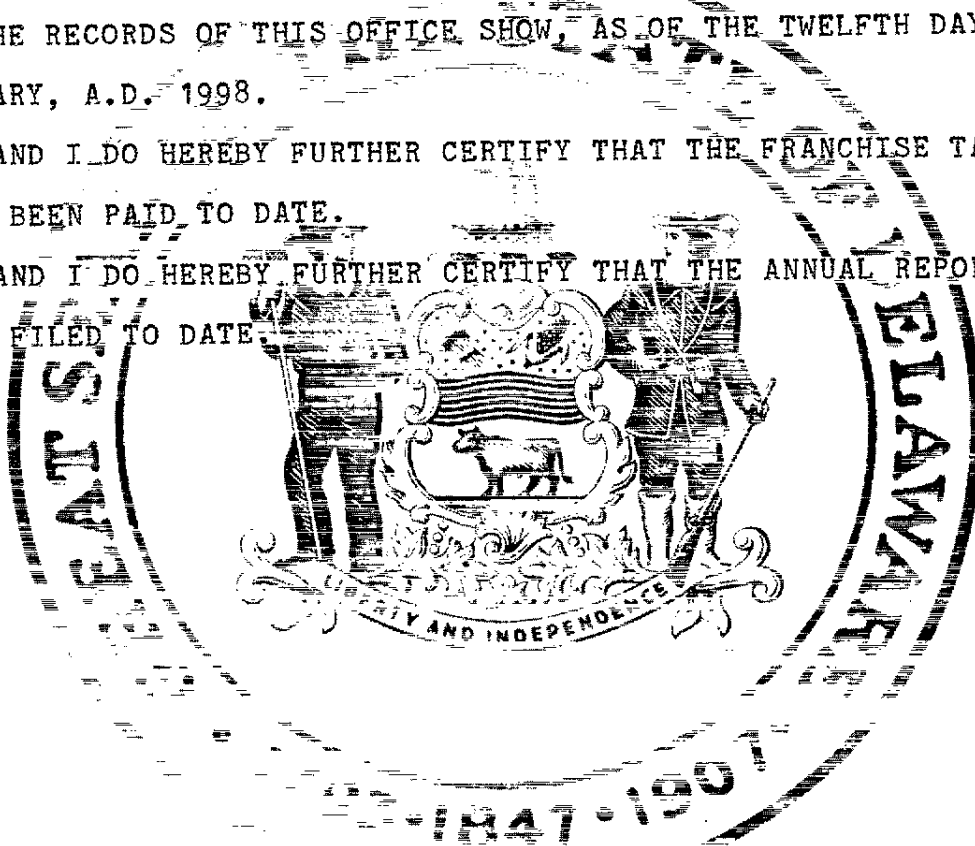
4. Incorporated on 12/30/94 under the name Southwind Communications, Inc. Auto Consultants of America, Inc., (new owners) purchased the stock of Southwind Communications, Inc. and filed the Certificate of Amendment Before Payment for Stock of the Certificate of Incorporation of Southwind Communications, Inc. (the "Amendment"). The Amendment also changed the name of the corporation from Southwind Communications, Inc. to Auto Consultants of America, Inc.

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTO CONSULTANTS OF AMERICA, 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 TWELFTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8861164

DATE: 01-12-98