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Law Office
of
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February 2, 1998

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

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-02/04/98--01094--010
****122.50 ****122.50

RE: CULTURE CONSULTING, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Application By Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed is a check for \$122.50 for registration and for a certified copy. Also enclosed is an original certificate of existence from the state of Michigan where this corporation is incorporated.

Please send the acknowledgment and certified copy to the above address.

If you have any questions please contact me.

Sincerely,

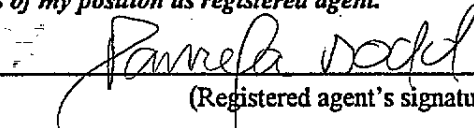

Kristen M. Jackson

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 4:00
214

**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. Culture Consulting, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3310855
(FEI number, if applicable)
4. 8/30/96
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 7240 Westpointe Blvd., Suite 1131
Orlando, Florida 32835
(Current mailing address)
8. Any activity permitted to corporations; specifically consulting services.
(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: Pamela Dodd
Office Address: 7240 Westpointe Blvd., Suite 1131
Orlando, Florida, 32835
(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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SECRETARY OF STATE
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98 FEB -4 PM 4:00

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

Chairman: Pamela Dodd

Address: 7240 Westpointe Blvd., Suite 1131
Orlando, Florida 32835

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Pamela Dodd

Address: 7240 Westpointe Blvd., Suite 1131
Orlando, Florida 32835

Vice President: Thomas K. Connellan

Address: 7240 Westpointe Blvd., Suite 1131
Orlando, Florida 32835

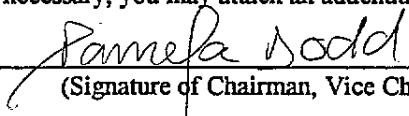
Secretary: Pamela Dodd

Address: 7240 Westpointe Blvd., Suite 1131
Orlando, Florida 32835

Treasurer: Pamela Dodd

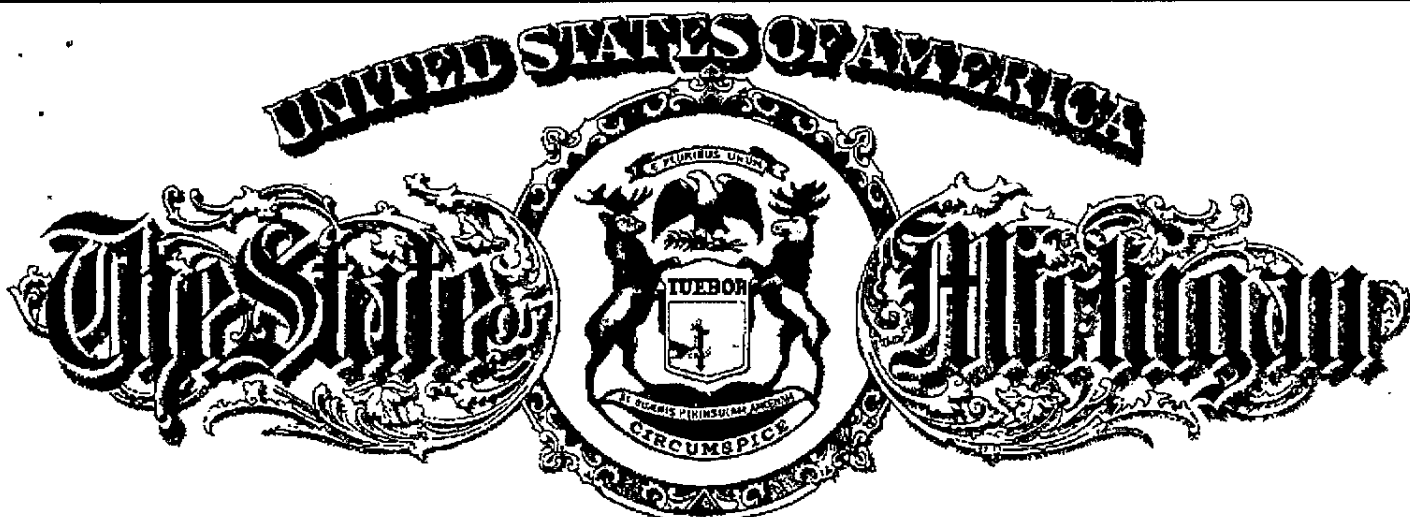
Address: Same

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. Pamela Dodd President

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



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

CULTURE CONSULTING, INC.

was incorporated on August 30, 1996, as a Michigan profit corporation,
and said corporation is in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB - 4 PM 4:00

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 23rd day
of January, 1998.

Julie Croll

, Director