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ACCOUNT NO. : 072100000032

REFERENCE : 716267 4336365

AUTHORIZATION : *Kurt Halverson*

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 716267-005

CUSTOMER NO: 4336365

CUSTOMER: Mr. John Ghedini
Gianfranco Iavarone, C.p.a.
38 East 57th Street

New York, NY 10022

800002443598--6

FOREIGN FILINGS

NAME: TRANSATLANTIC EXPRESS COURIER
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 AM 11:01
98 MAR -2 AM 10:14
DIVISION OF CORPORATION
RECEIVED
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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. TRANSATLANTIC EXPRESS COURIER CORP.,

(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. 13-3678750

(FEI number, if applicable)

4. July 30, 1992

(Date of incorporation)

5. PERPETUAL

(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. 167-10 SOUTH CONDUIT AVE., Suite #206

JAMAICA, NY 11434

(Current mailing address)

8. To engage in activities related to providing COURIER SERVICES

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By:

Vicki Schreiber Arst. V.P.
(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.

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DIVISION OF CORPORATIONS
98 MAR -2 AM 1:00

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: Alessandro MacKenzie

Address: 234 Viscaya Ave., Coral Gables, FL 33134

Vice Chairman: Nicoletta MacKenzie

Address: 3610 Holland Court, Wheat Ridge, CO 80033

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Alessandro MacKenzie

Address: 234 Viscaya Ave., Coral Gables, FL 33134

Vice President: _____

Address: _____

Secretary: Nicoletta MacKenzie

Address: 3610 Holland Court, Wheat Ridge, CO 80033

Treasurer: Same as Secretary

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. Alessandro MacKenzie, Pres.

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

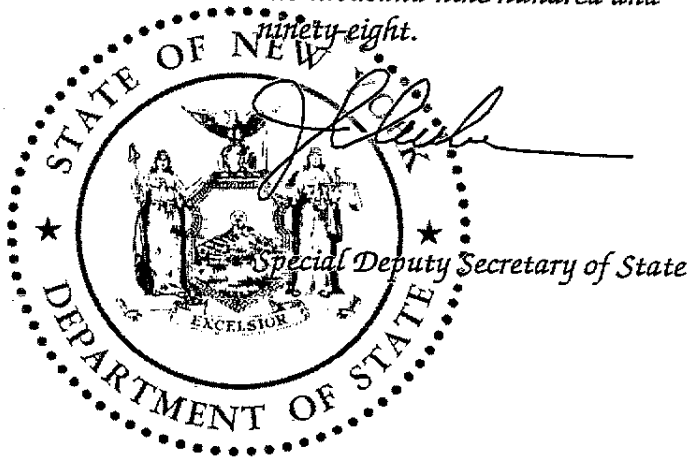
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of TRANSATLANTIC EXPRESS COURIER, CORP. was filed on 07/30/1992, 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.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of February
one thousand nine hundred and
ninety-eight.



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