



ACCOUNT NO. : 072100000032

REFERENCE : 712073 4312767

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$122.50

ORDER DATE : February 19, 1998

ORDER TIME : 11:18 AM

600002441226--8

ORDER NO. : 712073-005

W98-4329

CUSTOMER NO: 4312767

CUSTOMER: Mr. Robert L. Kline
Kline Moore & Klein
Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

FOREIGN FILINGS

NAME: MM HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 11:21

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98 FEB 26 AM 10:44
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

CSC

SUBJECT: MM HOLDINGS, INC.
Ref. Number: W98000004329

SUBMIT
Please give original
filing date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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.

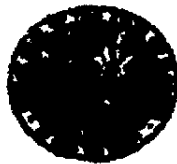
If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 698A00010914

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FLORIDA DEPARTMENT OF STATE
Sandra B. Myrtham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MILAN MANDARIK, do hereby certify
that this Resolution of the Board of Directors of MM HOLDINGS, INC.

a corporation duly organized and existing under the laws of the State of CALIFORNIA
was duly adopted on MARCH 2, 19 98.

Resolved, that MM HOLDINGS, INC., organized
and existing in the State of CALIFORNIA, hereby adopts the
name MM HOLDINGS INTERNATIONAL, INC.
for use in Florida.

Dated: MARCH 2, 1998

Milan Mandarik

Signature of at least one director

MMH519(3.93)

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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 607.1603, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. MM Holdings, 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. California
(State or country under the law of which it is incorporated)
3. 77-0232903
(FEI number, if applicable)
4. 10-4-89
(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 607.1601, 607.1602 and 607.1603, F.S.)
7. 1717 N. Bayshore Drive #110
Miami, FL 33132
(Current mailing address)

8. Metal Mining/Investments
(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:

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.

Arlen B. Rgar
(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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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: Milan Mandaric

Address: 19152 B Fisher Island Drive
Fisher Island, FL 33109

Vice Chairman: _____

Address: _____

Director: Gregg Hawker

Address: 14127 Capri Drive #2A Los Gatos CA 95030

Director: _____

Address: _____

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

President: Milan Mandaric

Address: 19152 B Fisher Island Drive
Fisher Island, FL 33109

Vice President: _____

Address: _____

Secretary: David Marion

Address: 150 Almaden Blvd #1515 10 South Market St. San Jose, CA 95113

Treasurer: Gregg Hawker

Address: 14127 Capri Drive #2A Los Gatos CA 95030

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

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

14. MILAN MANDARIC CHAIRMAN
(Typed or printed name and capacity of person signing application)

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Sm: 14c

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 2nd day of October, 19 89,

MM HOLDINGS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

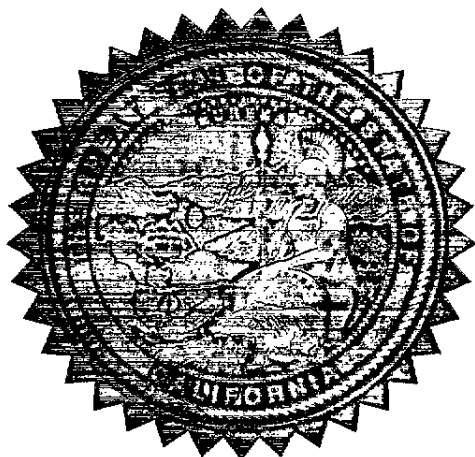
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

February 23, 1998



Bill Jones

Secretary of State