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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Proctor Group International, 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:

David H. Siegel
(Name of Person)
The Proctor Group International, Inc.
(Firm/Company)
P.O. BOX 21767
(Address)
FT. Lauderdale, FL. 33335-1767
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

David H. Siegel at (305) 933-8779
(Name of Person) (Area Code & Daytime Telephone Number)

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

**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. The Proctor Group International 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. New York 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 31, 1996 5. N/A Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. BOX 21767
FT. Lauderdale, FL. 33335-1767
(Current mailing address)
8. To engage in any lawful act or activity for which a corporation may
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
be organized under the General Law of New York & Florida.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: David H. Siegel
- Office Address: 777 Bayshore Dr. Suite 706
FT. Lauderdale, Florida, 33304
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David H. Siegel

Address: 777 Bayshore Dr. #706

FT. Lauderdale, FL. 33304

Director: _____

Address: _____

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

President: David H. Siegel

Address: 777 Bayshore Dr. #706

FT. Lauderdale, FL. 33304

Vice President: _____

Address: _____

Secretary: MICHELLE PUENTES

Address: 18344 N.W. 68th AVENUE #21-H

MIAMI LAKES, FL. 33015

Treasurer: _____

Address: _____

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

13. David H. Siegel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

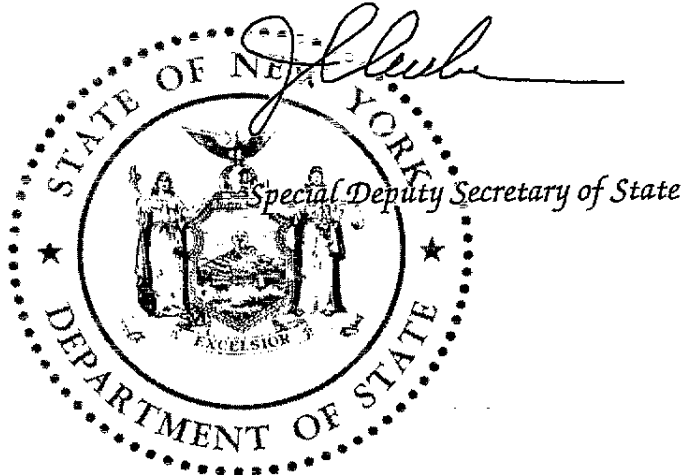
14. DAVID H. SIEGEL PRESIDENT
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of THE PROCTOR GROUP INTERNATIONAL INC. was filed on 10/31/1996, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of February
one thousand nine hundred and
ninety-eight.



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