

F98000001674

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PALLISER INTERNATIONAL HOLDING, 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:

DONALD R. HALL 200002466572-9
 (Name of Person) -03/24/98-01067-005
GOZA AND HALL, P.A.
 (Firm/Company) ****122.50 ****122.50
28050 U.S. Hwy. 19 N., Suite 402
 (Address)
Clearwater, FL 33761
 (City/State/Zip)

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 TALLAHASSEE, FLORIDA

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

Dawn Klinger at (813) 799-2625
 (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. PALLISER INTERNATIONAL HOLDING, 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. Nevada 3. 59-3497837
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 11, 1996 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. 3438 East Lake Road, Suite 14-618, Palm Harbor, FL 34688
(Current mailing address)

8. Food Service Business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

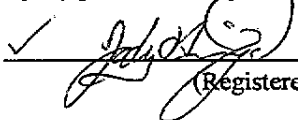
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jody Hennigar

Office Address: 3438 East Lake Road, Suite 14-618
Palm Harbor, Florida, 34685
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jody Hennigar

Address: 3438 East Lake Road, Suite 14-618

Palm Harbor, FL 34685

Director: _____

Address: _____

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

President: Jody Hennigar

Address: 3438 East Lake Road, Suite 14-618

Palm Harbor, FL 34685

Vice President: _____

Address: _____

Secretary: Jody Hennigar

Address: 3438 East Lake Road, Suite 14-618

Palm Harbor, FL 34685

Treasurer: Jody Hennigar

Address: 3438 East Lake Road, Suite 14-618

Palm Harbor, FL 34685

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

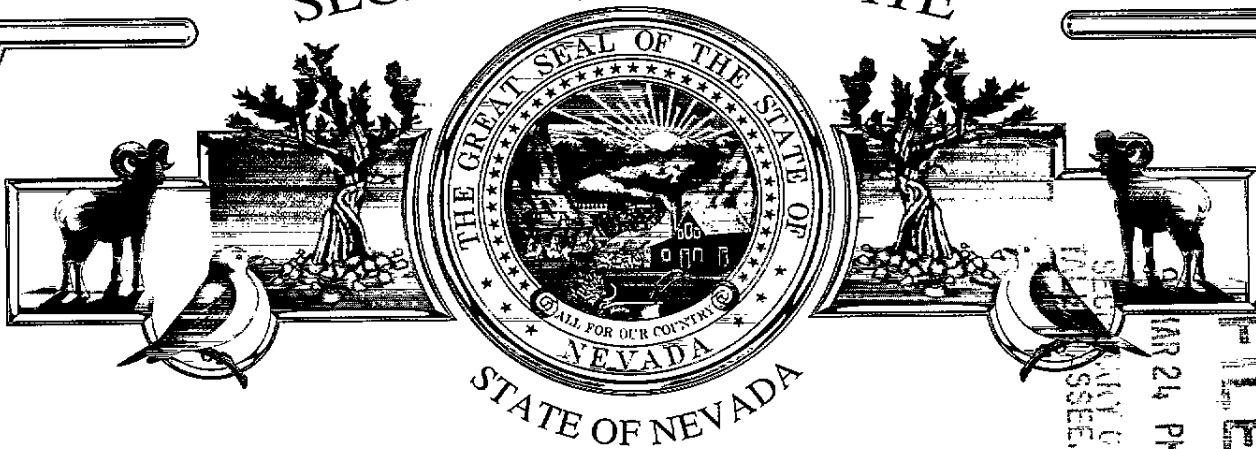
13.  President

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

14. Jody Hennigar, President

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PALLISER INTERNATIONAL HOLDING, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since JANUARY 11, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on MARCH 6, 1998.



Dean Heller

Secretary of State

By

C. Perlman

Certification Clerk

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STATE OF NEVADA