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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200002455102--8
-03/12/98-01039-002
*****78.75 *****78.75

SUBJECT: RESEARCH PARTNERS INC A NEVADA CORPORATION
(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:

W98-5518

LARRY R. HICKMAN
(Name of Person)
RESEARCH PARTNERS INC
(Firm/Company)
5339 GUNN HWY
(Address)
TAMPA, FL 33624
(City/State/Zip)

903/25
98 MAR 25 PM 12:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

LARRY HICKMAN
(Name of Person) at (813) 961 1179
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

LARRY R. HICKMAN
RESEARCH PARTNERS INC
5339 GUNN HWY
TAMPA, FL 33624

SUBJECT: RESEARCH PARTNERS INC
Ref. Number: W98000005518

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We have received your document for RESEARCH PARTNERS INC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 298A00013490

**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. RESEARCH PARTNERS 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
(State or country under the law of which it is incorporated)
3. 91-1889972
(FEI number, if applicable)
4. FEBRUARY 24th 1998
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 24 1978
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5339 GUNN HWY TAMPA FL 33624
(Current mailing address)
8. LIMITED PARTNERSHIP SYNDICATIONS
(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: LARRY HICKMAN
Office Address: 5339 GUNN HWY
TAMPA, FL, Florida, 33624
(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.

Larry R. Hickman
(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: LARRY HICKMAN

Address: 5339 GUNN HWY
TAMPA, FL 33624

Vice Chairman: _____

Address: _____

Director: JOHN D DESBROW

Address: 5339 GUNN HWY
TAMPA, FL 33624

Director: PETER B. RAVEN PH.D.

Address: 5339 GUNN HWY
TAMPA, FL 33624

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

President: LARRY HICKMAN

Address: 5339 GUNN HWY
TAMPA, FL 33624

Vice President: _____

Address: _____

Secretary: JOHN D. DESBROW

Address: 5339 GUNN HWY
TAMPA, FL 33624

Treasurer: SUSAN R HICKMAN

Address: 5339 GUNN HWY
TAMPA, FL 33624

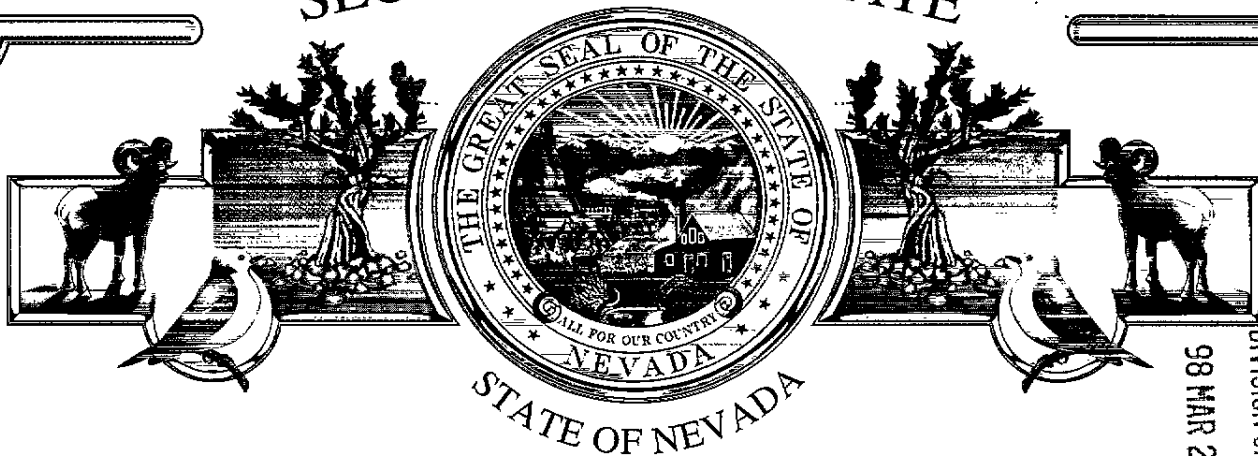
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. LARRY HICKMAN
(Typed or printed name and capacity of person signing application)

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98 MAR 25 PM 12:25

SECRETARY OF STATE



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DIVISION OF CORPORATIONS

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, **RESEARCH PARTNERS, 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 February 24, 1998, 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 16, 1998.



By

Secretary of State

Certification Clerk