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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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March 25, 1998

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(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002470766--7
-03/27/98--01070--001
*****35.00 *****35.00

Re: HALO HOLDINGS OF NEVADA, INC.

600002470766--7
-03/27/98--01070--002
*****35.00 *****35.00

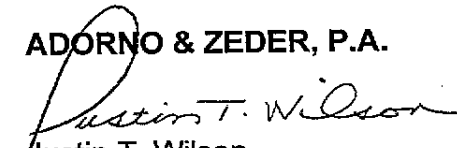
Dear Sir/Madam:

Enclosed please find an originally executed copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida and the Certificate of Existence for the above-captioned entity, along with two checks, each in the amount of \$35.00 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certificate of filing thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Justin T. Wilson
Legal Assistant

encl.

JTW/C.LTRCOV/147219/13532.001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. Halo Holdings of Nevada, 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. 59-3430720
(FEI number, if applicable)
4. October 13, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Business will be conducted upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1571 Farmington Avenue
Wellington, FL 33414
(Current mailing address)
Any and all lawful business.
8. _____
(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: A Z Registered Agent Corporation

Office Address: 2601 S. Bayshore Dr., Suite 1600

Miami, Florida, 33133
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above state 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.

A Z REGISTERED AGENT CORPORATION

BY: _____

Justin T. Wilson
(Registered agent's signature)

Justin T. Wilson, Secretary and Treasurer

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 27 PM 4:18

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: Thomas H. Keesee

Address: 1571 Farmington Avenue
Wellington, FL 33414

Vice Chairman: Larry Kerschenbaum

Address: 1571 Farmington Avenue
Wellington, FL 33414

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas H. Keesee

Address: 1571 Farmington Avenue
Wellington, FL 33414

Vice President: Larry Kerschenbaum

Address: 1571 Farmington Avenue
Wellington, FL 33414

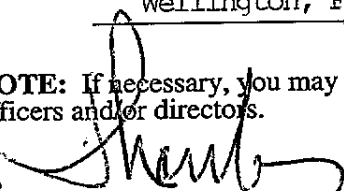
Secretary: Thomas H. Keesee

Address: 1571 Farmington Avenue
Wellington, FL 33414

Treasurer: Larry Kerschenbaum

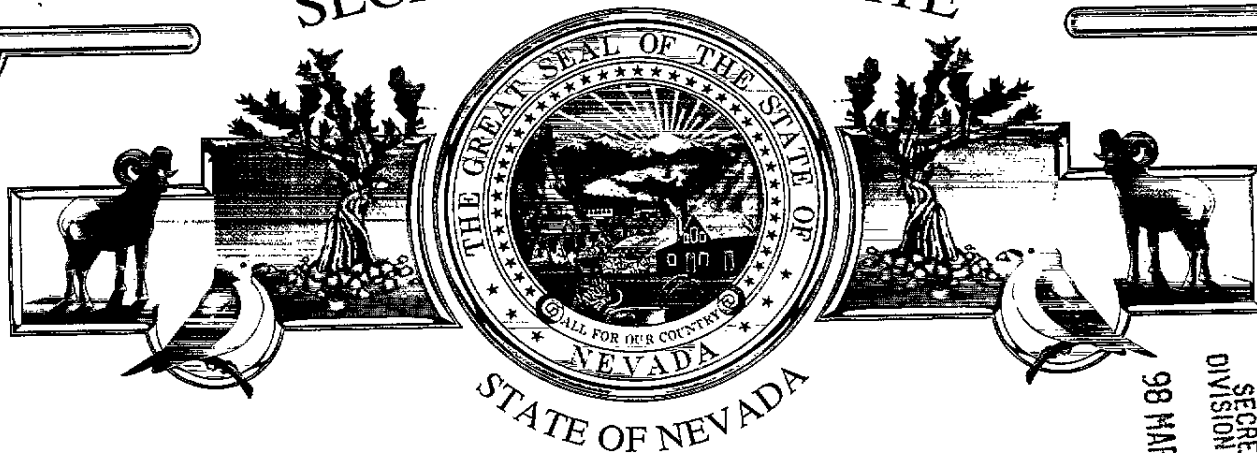
Address: 1571 Farmington Avenue
Wellington, FL 33414

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. Thomas H. Keesee, Chairman
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 4:10

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, **HALO HOLDINGS OF NEVADA, 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 October 13, 1997, 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 11, 1998.



By

Secretary of State

Certification Clerk

Dean Heller
Laqueline Curry