



THE UNITED STATES
CORPORATION
COMPANY

E980000001933

ACCOUNT NO. : 072100000032

REFERENCE : 768368 4381472

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 3, 1998

ORDER TIME : 12:12 PM

ORDER NO. : 768368-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF CORPORATIONS
98 APR -3 PM 1:30
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FOREIGN FILINGS

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NAME: VISION QUEST INTERNATIONAL,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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DIVISION OF CORPORATION

**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. Vision Quest 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. Nevada 3. 860859945
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 10, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/6/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 650 Douglas Ave, Ste 1000
Altamonte Springs, FL 32714
(Current mailing address)

8. Network Marketing
(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: B&C Corporation Service of Central Florida, Inc

Office Address: 390 N. Orange Ave, Ste 1100

Orlando, Florida, 32801
(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.

B&C Corporate Services of Central Florida, Inc.

By: [Signature]

(Registered agent's signature)

Douglas E. Starcher, Vice President

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: Ogle E. Ray

Address: 250 Altamonte Commerce Blvd
Altamonte Springs, FL 32714

Vice Chairman: _____

Address: _____

Director: John K. Baldwin

Address: 2283 Buckingham Court
Henderson, Nevada, 89014

Director: Wendy R. Lewis

Address: 250 Altamonte Commerce Blvd.
Altamonte Springs, Florida 32714

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

President: Terry L. LaCore

Address: 1550 E. Tropicana, Suite 350
LAS Vegas, Nevada 89119

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

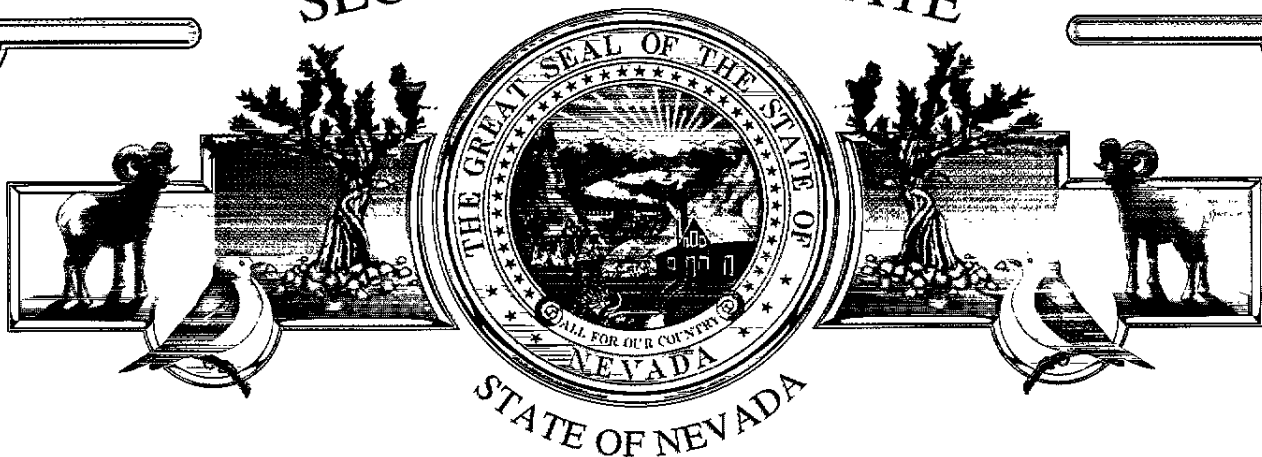
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Wendy R. Lewis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WENDY R. LEWIS
(Typed or printed name and capacity of person signing application)

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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, **VISION QUEST INTERNATIONAL, INC., A NEVADA CORPORATION** 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 March 10, 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 Las Vegas, Nevada, on March 17, 1998.



Dean Heller

Secretary of State

By

Angela Subawick

Certification Clerk

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