

F98000002230

Mr. Rivers,

Enclosed is our Application & Authority, we
would certainly appreciate your expedient
Attention.

Thank you,
John J. Carney

700002494227--1
-04/20/98-01125-002
*****78.75 *****78.75

\$ 70.00 registration fee
8.75 cert & status

\$ 78.75 TOTAL

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 APR 20 PM 3:34

FILED

4/20

(407)
275
5702

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CAPITAL & MEDIA PARTNERS, 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:

John J. Carney, Pres.
(Name of Person)

CAPITAL & MEDIA PARTNERS, INC.
(Firm/Company)

310 EAST COLONIAL DRIVE
(Address)

Orlando, FL 32802
(City/State/Zip)

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

B. L. FRANCIS at (407) 273-2541
(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. CAPITAL & MEDIA PARTNERS, INCORPORATED
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/6/98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 310 EAST COLONIAL DR.
ORLANDO, FL.
(Current mailing address)

8. public relations
(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: John T. Carney

Office Address: 310 EAST COLONIAL DR.
ORLANDO, Florida, 32802
(Zip code)

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TALLAHASSEE, FLORIDA

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.

[Signature]
(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: John J. Carney

Address: 3723 Hastings Lane

Clermont, Fl. 34711

Director: B. L. Francis

Address: 5135 FAYANN St, -Orlando, Fl. 32812

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

President: John J. Carney

Address: 3723 Hastings Lane

Clermont, Fl. 34711

Vice President: B. L. Francis

Address: 5135 FAYANN St.

Orlando, Fl. 32812

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

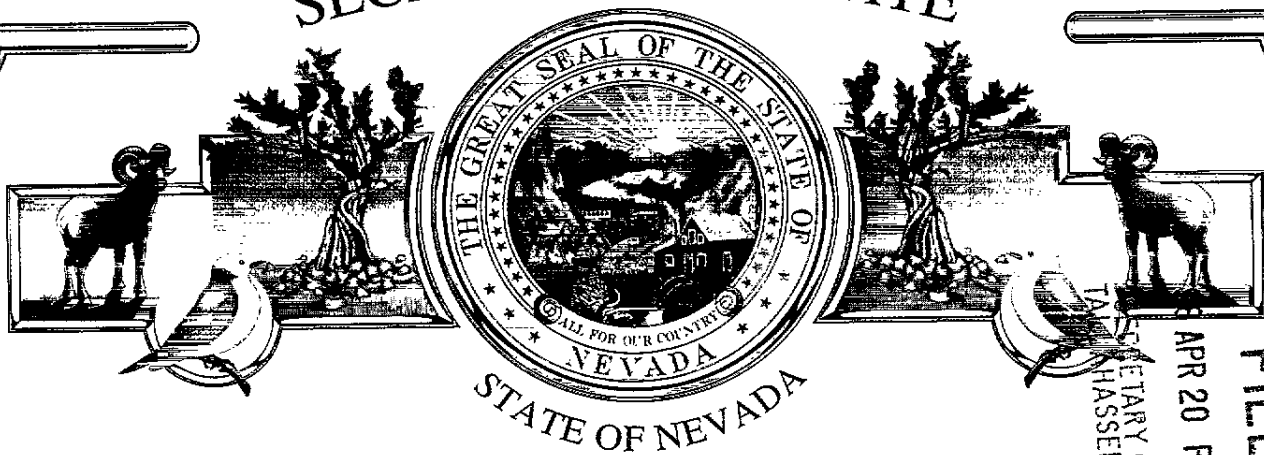
13. _____

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

14. John J. Carney, President

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

SECRETARY OF STATE



CORPORATE CHARTER

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TALLAHASSEE FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CAPITAL AND MEDIA PARTNERS** did on **April 6, 1998** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **April 7, 1998**.



Dean Heller

Secretary of State

By

Marianne Lockyer

Certification Clerk