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4/21/98 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-5111

FAX #:

NAME: THE BRAIN SHOP, INC.

AUDIT NUMBER.....H98000007484

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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4/21

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. THE BRAIN SHOP, 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. Delaware 3. 66-0552522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/26/98 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing This Certificate of Authority
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 1504-06 F.D. Roosevelt Avenue
San Juan, Puerto Rico 00968
(Current mailing address)

8. to engage in any and all legal activities associated w/the business of advertising, public relations & marketing
(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:

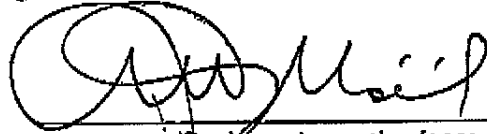
Name: BlumbergExcelsior Corporate Services, Inc.

Office Address: 4435 Old Winter Garden Road

Orlando, Florida, 32802
(Zip Code)

10. Registered agent 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) (Officer)

Marc Moel, Assistant Secretary (For BlumbergExcelsior)
(Types Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Luis A. Reyes-Ramis

Address: 1504-06 F.D. Roosevelt Avenue

San Juan, Puerto Rico 00968

Director: _____

Address: _____

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B. OFFICERS

President: Luis A. Reyes-Ramis

Address: 1504-06 F.D. Roosevelt Avenue

San Juan, Puerto Rico 00968

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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P. 9/15

H98000007484

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. _____

Luis A. Reyes-Ramis

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

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BRAIN SHOP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE BRAIN SHOP, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

2850945 8300

AUTHENTICATION: 8968759

981096105

DATE: 03-12-98