

F98000002537

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
98 MAY -4 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: JB Direct Inc.
(Name of corporation - must include suffix)

400002499564--5
-04/24/98-01060--002
*****70.00 *****70.00

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:

JEFFREY Brandeis
(Name of Person)
JB Direct Inc.
(Firm/Company)
334 EAST Lake Rd Ste 112
(Address)
Palm Harbor, FL 34685
(City, State and Zip Code)

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

JEFFREY Brandeis at (813) 772-9354.
(Name of Person) 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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

W98-9235
A 5/4/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1998

JEFFREY BRANDEIS
JB DIRECT INC.
334 EAST LAKE ROAD, SUITE 112
PALM HARBOR, FL 34685

SUBJECT: JB DIRECT INC.
Ref. Number: W98000009235

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TALLAHASSEE, FLORIDA

We have received your document for JB DIRECT INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00022390

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. JB Direct 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 (State or country under the law of which it is incorporated) 3. 59-3492386 (FEI number, if applicable)

4. 2/17/98 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 334 East Lake Rd, Palm Harbor, FL 34685 (Current mailing address)

8. Internet Sales (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: Jeffrey Brandeis
Office Address: 334 East Lake Rd, Palm Harbor, Florida, 34685 (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.

(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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jeffrey Brandeis
 Address: 2007 Diamond Court
Gadsden, Florida 34677

Vice Chairman: _____
 Address: _____

Director: _____
 Address: _____

Director: _____
 Address: _____

B. OFFICERS

President: Jeffrey Brandeis
 Address: 2007 Diamond Court
Gadsden, FL 34677

Vice President: _____
 Address: _____

Secretary: _____
 Address: _____

Treasurer: _____
 Address: _____

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

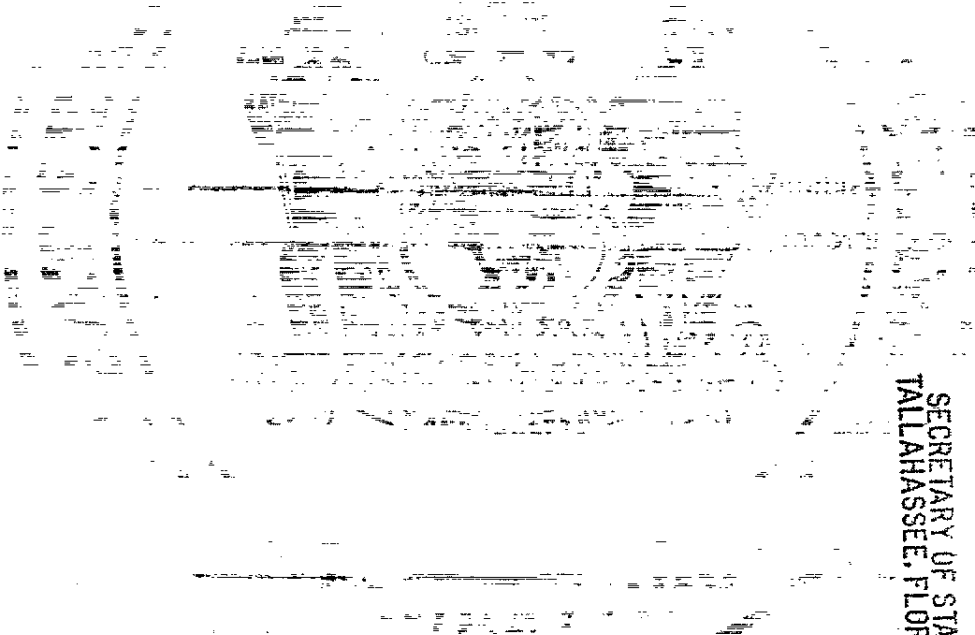
13. Jeffrey Brandeis
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey Brandeis
 (Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JB DIRECT 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 FIFTEENTH DAY OF APRIL, A.D. 1998.

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



98 MAY -4 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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04-15-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: