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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ARCHER DISTRIBUTORS 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:

PAUL N. BERGER
(Name of Person)
Archer Distributors Inc
(Firm/Company)
10690 Maple Chase Drive
(Address)
Boca Raton FL 33498
(City/State/Zip)

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98 MAY -4 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Paul Berger at (561) 470 8875
(Name of Person) (Area Code & Daytime Telephone Number)

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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

dd 5/5/98

**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. ARCHER DISTRIBUTORS 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. NEW YORK 3. 11-276 2770
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/9/85 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE YET
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10690 MAPLE CHASE DRIVE
BOCA RATON FL 33498
(Current mailing address)

8. wholesale distribution
(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: Paul Berger

Office Address: 10690 Maple Chase Drive
Boca Raton, Florida, 33498
(Zip code)

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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.

Paul N Berger
(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: Paul N Berger

Address: 10690 Maple Chase Drive
Boca Raton FL 33498

Vice Chairman: Barbara J Berger

Address: 10690 Maple Chase Drive
Boca Raton FL 33498

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Paul N Berger

Address: 10690 Maple Chase Dr
Boca Raton FL 33498

Vice President: Barbara J Berger

Address: 10690 Maple Chase Drive

Secretary: Barbara J Berger

Address: same

Treasurer: Paul N Berger

Address: same

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

13. Paul N Berger

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

14. PAUL N BERGER

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

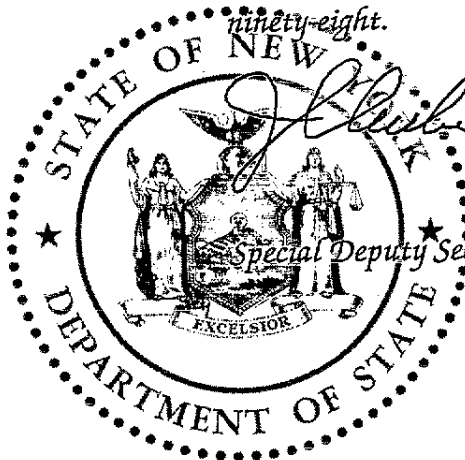
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of ARCHER DISTRIBUTORS INC. was filed on 10/09/1985, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of April
one thousand nine hundred and
ninety-eight.



Special Deputy Secretary of State

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