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ACCT#:

CONTACT: ROSE CARBONE

PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: TEELBARK, INC.

AUDIT NUMBER.....H98000012350

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 2

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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

H98000012350

II. 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. Teelbark, Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY" or "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. Pennsylvania
(State or country under the law of which it is incorporated)
3. December 14, 1995 4. Perpetual
(Date of Incorporation) (Duration)
5. 23-2829474
(Federal Employer Identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Michael Hall, CPA, 21 South 12th Street, Suite 402, Philadelphia, PA 19107
(Current mailing address)
8. To serve as general partner of Altamonte Springs-Teelbark, Ltd.
(Brief description of the nature of the business in which it is engaged in the State of Florida)
9. Names and addresses of officers and/or directors:

A. Directors:Director: Edward S. BrownAddress: 2228 Hilltop View Road
Unionville, PA 19375Director: Albert EisenAddress: c/o Albert Eisen & Co., Inc.
1013 W. 9th Avenue, Suite H, King of Prussia, PA 19406Director: Richard TuckerAddress: c/o Tucker Realty
221 Vine Street, Philadelphia, PA 19106Director: Leroy KeanAddress: c/o Leroy E. Kean, Inc.
115 South 19th Street, Philadelphia, PA 19103

Kenneth M. Hart, Esq.
FL BAR # 0150369
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

H98000012350

Officers: H98000012350

President: Leroy Kean

Address: c/o Leroy E. Kean, Inc.

115 South 18th Street, Philadelphia, PA 19103

Vice President: Edward S. Brown

Address: 2228 Hilltop View Road

Unionville, PA 19375

Secretary: Albert Eisen

Address: c/o Albert Eisen & Co., Inc.

1013 W. 9th Avenue, Suite H, King of Prussia, PA 19406

Treasurer: Richard Tucker

Address: c/o Tucker Realty

221 Vine Street, Philadelphia, PA 19106

(If needed, you may attach an addendum to the application
listing additional officers and/or directors.)

10. Name and Street address of Florida Registered Agent:

Name: Valdes-Fauli Corporate Services, Inc.

Office Address: 777 S. Flagler Drive, Suite 500 East

West Palm Beach

Florida

33401

(Zip Code)

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11. 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: Michael V. Mitrione

Michael V. Mitrione, Vice President

12. 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.

13. CAZ

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edward S. Brown, Vice President

(Name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

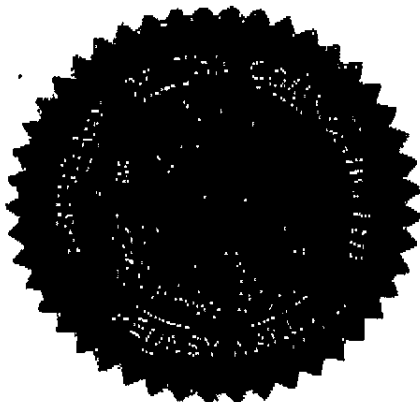
JUNE 25, 1998

TO ALL WHOM THESE PRESENTS SHALL COME. GREETING:

I DO HEREBY CERTIFY THAT,

TEELBARK, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, likely belonging to Sherry L. ...

Secretary of the Commonwealth

SSCH

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