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June 29, 1998

Ms. Brenda Tadlock
Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: MAD MARKETING, INC.
File #: 8868

Dear Secretary of State:

Please find enclosed the following documents:

- 1) Application to register a foreign corporation
- 2) Filing Fee payment, and
- 3) State of Delaware original document.

Please return the authorization certificate or any other documents to:

Delaware Business Incorporators, Inc.
3422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192

Thank you for your prompt response to our request.

Sincerely,



Lori M. Whitlock

Enclosure

7/6

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. MAD MARKETING, 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. 59-3512795
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 28, 1998 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 19901 COURT OF THE MYRTLES
BOCA RATON, FL 33434
(Current mailing address)

8. MARKETING, ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED
(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: CHRISTOPHER PIERCE
Office Address: 19901 COURT OF THE MYRTLES
BOCA RATON, Florida, 33434
(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.


(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: Christopher Pierce

Address: 19901 Court of the Myrtles
Boca Raton, FL 33434

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: CHRISTOPHER PIERCE

Address: 19901 COURT OF THE MYRTLES
BOCA RATON, FL 33434

Vice President: _____

Address: _____

Secretary: PATRICIA PIERCE

Address: 19901 COURT OF THE MYRTLES
BOCA RATON, FL 33434

Treasurer: _____

Address: _____

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

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

14. CHRISTOPHER PIERCE / PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

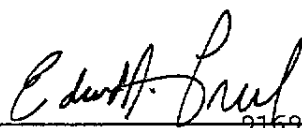
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MAD MARKETING, INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE,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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 06-29-98
981253023

DATE: