

F98000003918

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DB Marketing Int, 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:

700002575047--5
-06/29/98--01101--001
*****70.00 *****70.00

Chandler R. Finley, Esq.
(Name of Person)

Finley & Associates, P.A.
(Firm/Company)

1645 Palm Beach Lakes Blvd., Suite 520
(Address)

West Palm Beach, FL 33401
(City/State/Zip)

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

W98-14960

Chandler R. Finley at (561) 478-9930
(Name of Person) (Area Code & Daytime Telephone Number)

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

FILED
98 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/21/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 30, 1998

CHANDLER R. FINLEY ESQ.
FINLEY & ASSOCIATES, P.A.
1645 PALM BEACH LAKES BLVD., SUITE 520
WEST PALM BEACH, FL 33401

SUBJECT: DB MARKETING INT, INC.
Ref. Number: W98000014960

FILED
98 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DB MARKETING INT, 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 name listed in number one of the application must be identical to the name listed in the certificate of existence.

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: 298A00035491

JUL 02 1998

**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. DB Marketing International, 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. 65-0811667
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 22, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 24, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 20801 Biscayne Blvd., Suite 400
Aventura, FL 33180
(Current mailing address)

8. Marketing agency and any other lawful corporate acts or activities
(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: Chandler R. Finley, Esq. FINLEY & ASSOCIATES, P.A.

Office Address: 1645 Palm Beach Lakes Blvd., Suite 520

West Palm Beach, Florida, 33401
(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.

FILED
98 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DB Marketing Int, Inc.

2. The name and address of the registered agent and office is:

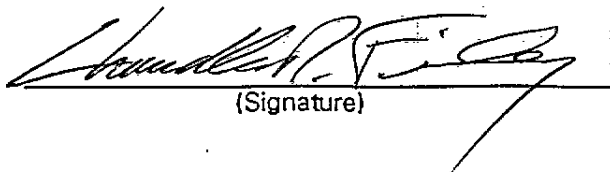
Chandler R. Finley, Esq. FINLEY & ASSOCIATES
(Name)

1645 Palm Beach Lakes Blvd., Suite 520
(P.O. Box not acceptable)

West Palm Beach, FL 33401
(City/State/Zip)

FILED
98 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

4-18-98
(Date)

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: Detlev Baldin

Address: 20801 Biscayne Blvd., Suite 400

Aventura, FL 33180

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
98 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Detlev Baldin

Address: 20801 Biscayne Blvd., Suite 400

Aventura, FL 33180

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. **DETLEV BALDIN**

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

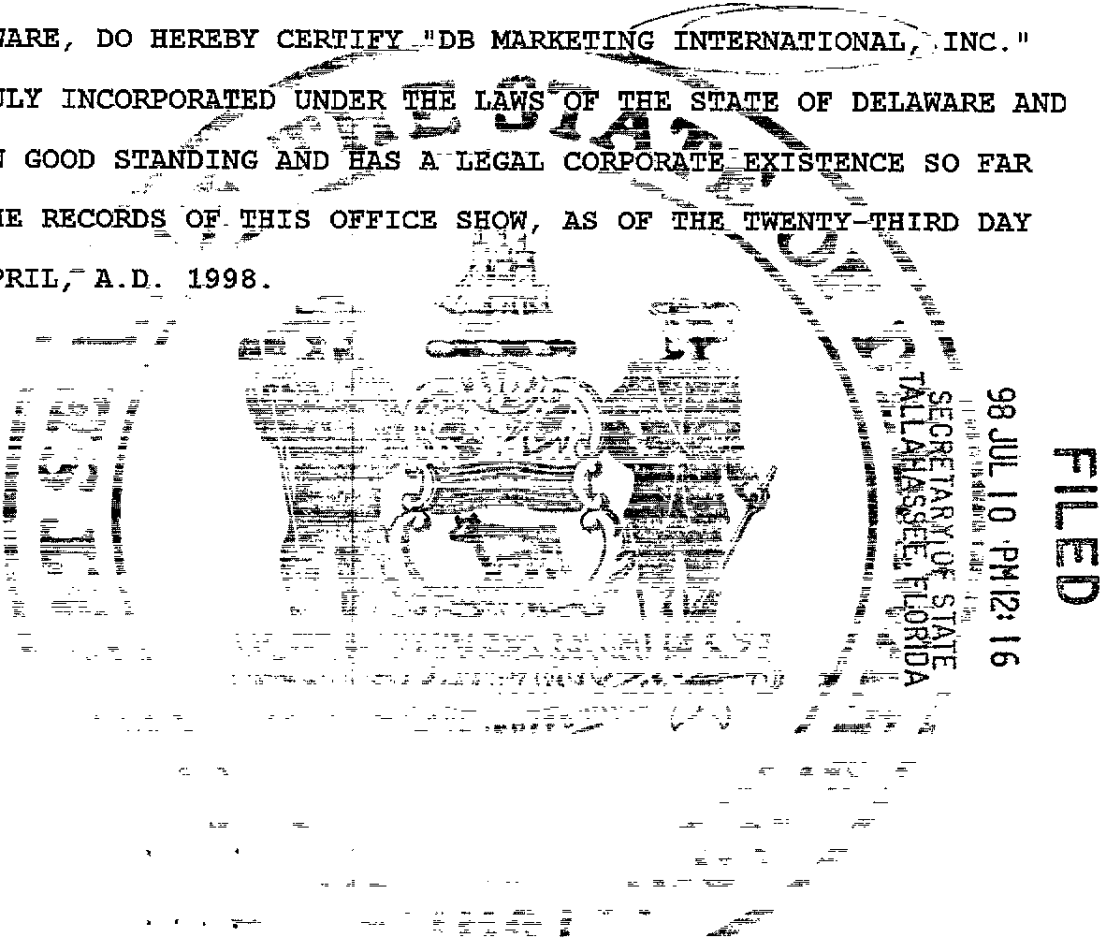
14. Detlev Baldin, Chairman and President

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

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 "DB MARKETING INTERNATIONAL, 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-THIRD DAY OF APRIL, A.D. 1998.



98 JUL 10 PM 12:16

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2849342 8300
981152658

DATE: 9042340
04-23-98