

F980000004259

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SIGNATURE MANUFACTURING, 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:

100002593491--9

-07/20/98--01119--006

*****78.75 *****78.75

Ralph A. Federici

(Name of Person)

Signature Manufacturing, Inc.

(Firm/Company)

1850 N.E. 144th Street

(Address)

North Miami, Florida 33181

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Ralph A. Federici

(Name of Person)

at (305) 940-2707

(Area Code & Daytime Telephone Number)

STREET 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

RALPH A. FEDERICI
SIGNATURE MANUFACTURING, INC.
1850 N.E. 144TH STREET
NORTH MIAMI, FL 33181

SUBJECT: SIGNATURE MANUFACTURING, INC.
Ref. Number: W98000016501

We have received your document for SIGNATURE MANUFACTURING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00038509

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Ralph A. Federici, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

SIGNATURE MANUFACTURING, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

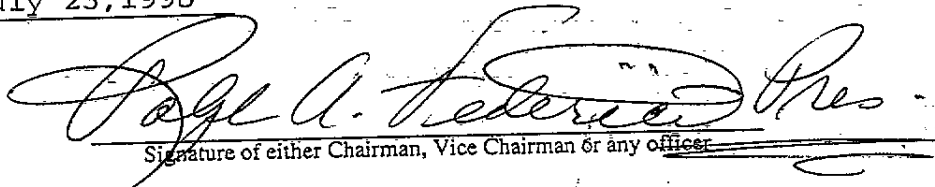
was duly adopted on July 23, 19 98.

Be it resolved, that SIGNATURE MANUFACTURING, INC.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

SIGNATURE MANUFACTURING - FIDELITY, INC. for use in Florida.

Dated: July 23, 1998


Signature of either Chairman, Vice Chairman or any officer

Ralph A. Federici, President

Type or print name

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TALLAHASSEE FLORIDA

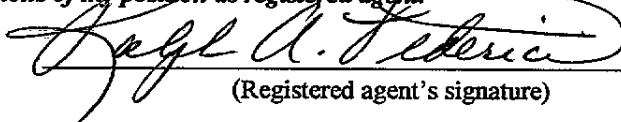
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. SIGNATURE MANUFACTURING, INCORPORATED
(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. State of Delaware 3. 51-0382000
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 29, 1998 5. N/A
(Date of incorporation) (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. 1850 N.E. 144th Street
North Miami, FL 33181
(Current mailing address)
8. Furniture Manufacturing
(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: Mr. Ralph A. Federici
- Office Address: 1850 N.E. 144th Street
North Miami, Florida, 33181
(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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SECRETARY OF STATE

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: Ralph A. Federici

Address: 1850 N.E. 144th Street

North Miami, Florida 33181

Vice President: _____

Address: _____

Secretary: Ralph A. Federici

Address: 1850 N.E. 144th Street

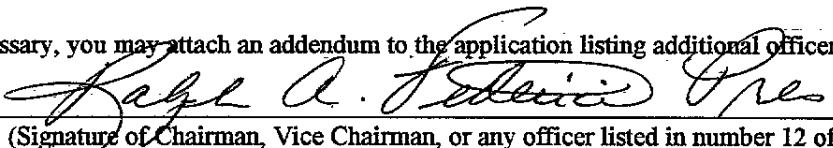
North Miami, Florida 33181

Treasurer: Ralph A. Federici

Address: 1850 N.E. 144th Street

North Miami, Florida 33181

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

13.  Pres.

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

14. Ralph A. Federici, 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 "SIGNATURE MANUFACTURING, 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 NINTH DAY OF JULY, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9187861

DATE: 07-09-98