

F980000004480

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

500002609815--7
-08/06/98--01076--002
*****70.00 *****70.00

SUBJECT: PCMC ACQUISITIONS, 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:

James S. Goodner
(Name of Person)
Seal Holdings Corporation
(Firm/Company)
125 Worth Avenue, Suite 314
(Address)
Palm Beach, FL 33480
(City/State/Zip)

FILED
98 AUG -6 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA
8/6

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

James S. Goodner at (561) 833-5111
(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

**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.*

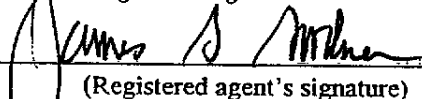
1. PCMC ACQUISITIONS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0839519
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/31/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted to date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 125 Worth Avenue, Suite 314
Palm Beach, FL 33480
(Current mailing address)

FILED
98 AUG -6 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- To engage in any lawful act or activity for which corporations may be
8. organized under the General Corporation Law of Delaware.
(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: James S. Goodner
- Office Address: 125 Worth Avenue, Suite 314
Palm Beach, Florida, 33480
(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.

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: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314, Palm Beach, FL 33480

Director: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

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

President: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Vice President: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Secretary: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Treasurer: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

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

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

14. James S. Goodner

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

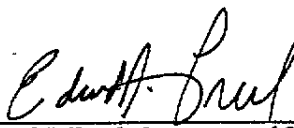
FILED
98 AUG -6 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 "PCMC ACQUISITION, 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-SECOND DAY OF JULY, A.D. 1998.

FILED
98 AUG -6 PM 3:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

2840802 8300

981203882

AUTHENTICATION:

9209686

DATE:

07-22-98