

F98000004659



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 927182 4305845

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : August 13, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 927182-020

CUSTOMER NO: 4305845

CUSTOMER: Adam Klein, Esq
Willkie, Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

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FOREIGN FILINGS

NAME: AEC ONE STOP GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
98 AUG 14 AM 11:33
DIVISION OF CORPORATION

FILED
98 AUG 14 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

df 8/14/98

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. AEC One Stop Group, 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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. August 12, 1998

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. August 18, 1998

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

7. 4250 Coral Ridge Drive

Coral Springs, FL 33065

(Current mailing address)

8. All lawful activity

(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: (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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: Eric Weisman

Address: 4250 Coral Ridge Drive

Coral Springs, FL 33065

Vice Chairman: David Hawthorne

Address: 4250 Coral Ridge Drive

Coral Springs, FL 33065

Director:

Address:

Director:

Address:

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

President: Eric Weisman

Address: 4250 Coral Ridge Drive

Coral Springs, FL 33065

Vice President:

Address:

Secretary: Muslima Lewis

Address: 4250 Coral Ridge Drive

Coral Springs, FL 33065

Treasurer: David Hawthorne

Address: 4250 Coral Ridge Drive

Coral Springs, FL 33065

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.

Eric Weisman, President

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

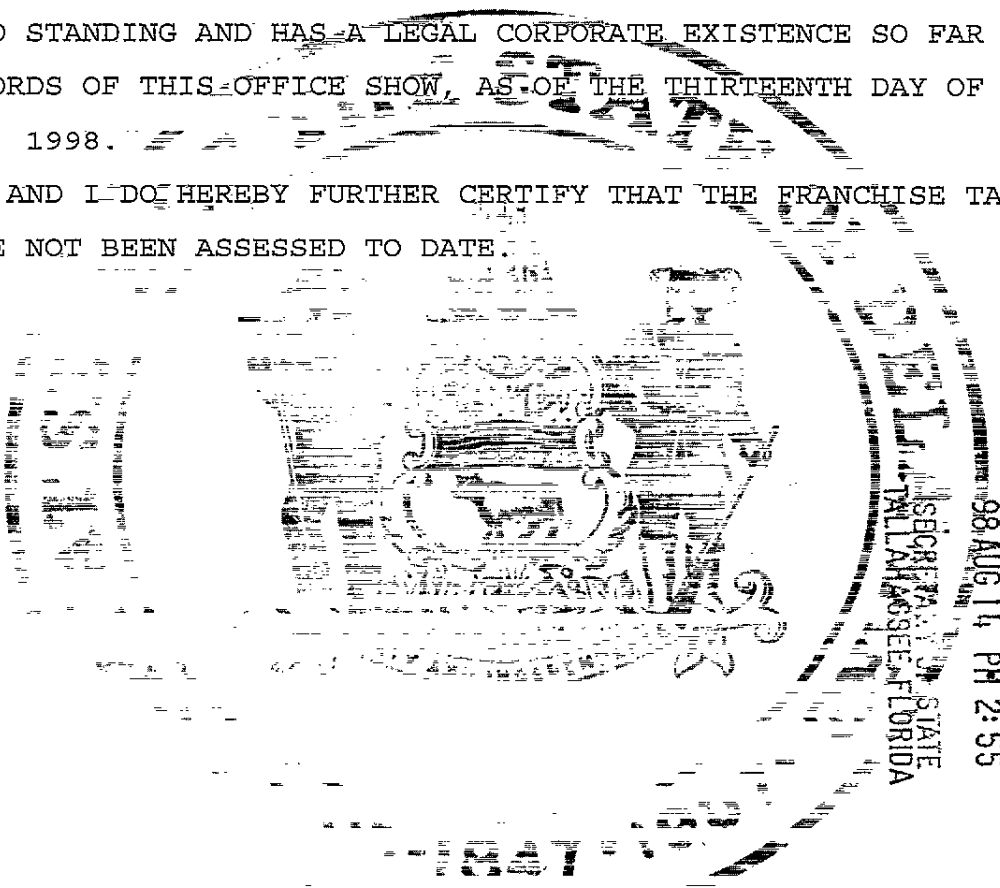
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SECRET
STATE
TALLAHASSEE, FLORIDA

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 "AEC ONE STOP GROUP, 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 THIRTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



98 AUG 14 PM 2:55
STATE
TALLAHASSEE, FLORIDA

FILED

2933056 8300
981318287



9251840
08-13-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:
DATE: