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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CONCEPTS MARKETING CORPORATION
(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:

ROBERT A. MARCHESANI
(Name of Person)

CONCEPTS MARKETING CORPORATION
(Firm/Company)

631 TALAVERA Rd
(Address)

WESTON, FL. 33326
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Robert A. Marchesani
(Name of Person)

(954) 384-6237
at (954) 349-1192
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**RESOLUTION TO REGISTER AS FOREIGN CORPORATION
TO TRANSACT BUSINESS IN FLORIDA**

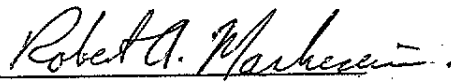
RESOLUTION OF THE BOARD OF DIRECTORS OF:

**CONCEPTS MARKETING CORPORATION
A DELAWARE CORPORATION**

RESOLVED, that this Company register with the State of Florida as a Foreign Corporation to transact business in Florida and that the DBA name of this Company be registered as: **CONCEPTS MARKETING CORP. OF FT. LAUDERDALE**

I, Robert A. Marchesani, do hereby certify that I am the duly elected Secretary of the corporation, and that the above is true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on: August 13th, 1998. And that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused The corporate seal of said Corporation to be hereunto affixed, this 17th day of August, 1998.


Robert A. Marchesani
Secretary

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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. CONCEPTS Marketing Corp.
(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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 29, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. No business Transacted
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 631 TALAVERA Rd.
WESTON, FL. 33326
(Current mailing address)

8. To engage in any lawful Activity For which Corporations may be organized
(Purpose(s) of corporation authorized in home state of 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 NOT
acceptable)

Name: Robert A. Marchesani

Office Address: 631 TALAVERA Rd.

WESTON, Florida, 33326
(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.

Robert A. Marchesani.
(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
FLORIDA

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: Robert A. Marchesani

Address: 631 TALAUERA Rd
WESTON, FL. 33326

Vice Chairman: Harley Bowen

Address: 2121 W. Oakland Park Blvd, Suite 1
Ft. Lauderdale, FL. 33311

Director: MEL ROTHMAN

Address: 5232 Earnscliff
Montreal P.Q. H3X. 215

Director: Mitch Grossman

Address: 2121 W. Oakland Park Blvd.
Ft. Lauderdale, FL. 33311

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

President: Robert A. Marchesani

Address: 631 TALAUERA Rd.
WESTON, FL. 33326

Vice President: Harley Bowen

Address: 2121 W. Oakland Park Blvd. Suite 1
FT. LAUDERDALE, FL. 33311

Secretary: Robert A. Marchesani

Address: 631 TALAUERA Rd.
WESTON, FL. 33326.

Treasurer: Robert A. Marchesani

Address: 631 TALAUERA Rd.
WESTON, FL. 33326

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

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

14. Robert A. Marchesani - President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONCEPTS MARKETING CORP." 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 JULY, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONCEPTS MARKETING CORP." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE TWENTY-NINTH DAY OF JULY, A.D. 1998.

FILED
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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

07-29-98