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August 17, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Mogol Office Equipment Company, Inc.

Dear Sir or Madam:

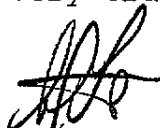
Enclosed are the following documents to be filled in connection with registering the above-referenced corporation to do business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Original Certificate of Good Standing issued by the State of Maryland.
3. Transmittal Letter.

Also, enclosed is a check in the amount of \$70.00 for the registration fee.

If you have any questions concerning this matter, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT:sl
Encl.

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TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Mogol Office Equipment Company, 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:

Michael D. Tannenbaum, Esq.
(Name of Person)

(Firm/Company)

2161 Palm Beach Lakes Blvd., Suite 304
(Address)

West Palm Beach, Florida 33409
(City/State/Zip)

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

Michael D. Tannenbaum at (561) 471-1406
(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. Mogol Office Equipment Company, 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. Maryland 3. 52-0998169
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 9, 1971 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8501 Legend Club Drive
West Palm Beach, FL 33412
(Current mailing address)

8. All lawful business 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: Barry Mogol

Office Address: 8501 Legend Club Drive

West Palm Beach, Florida, 33412
(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.

Barry Mogol
(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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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: Jesse Mogol

Address: 4381 Trevi Court, Apt. 204

Lake Worth, FL 33467

Vice Chairman: _____

Address: _____

Director: Barry Mogol

Address: 8501 Legend Club Drive

West Palm Beach, FL 33412

Director: Linda Mogol

Address: 8501 Legend Club Drive

West Palm Beach, FL 33412

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

President: Jesse Mogol

Address: 4381 Trevi Court, Apt. 204

Lake Worth, FL 33467

Vice President: Barry Mogol

Address: 8501 Legend Club Drive

West Palm Beach, FL 33412

Secretary: Barry Mogol

Address: 8501 Legend Club Drive

West Palm Beach, FL 33412

Treasurer: Barry Mogol

Address: 8501 Legend Club Drive

West Palm Beach, FL 33412

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

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

14. Barry Mogol, Vice President
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

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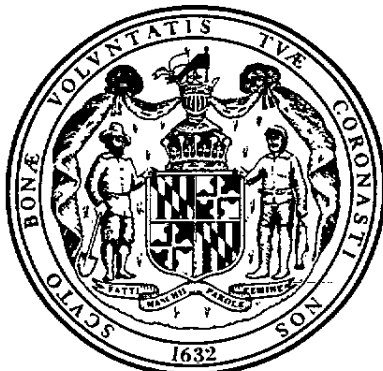
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, CAROL SMITH OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MOGOL OFFICE EQUIPMENT COMPANY, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 21ST DAY OF JULY, 1998.

Carol Smith
CAROL SMITH
CHARTER DIVISION