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August 5, 1998

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

RE: Merit Marketing, Inc.

800002612098--2
-08/10/98--0110--005
*****78.75 *****78.75

Dear Sir:

Enclosed please find:

1. Transmittal letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Good Standing from the state of Ohio;
4. Certified Resolution for Corporate DBA;
5. Copies of original Articles of Incorporation for Merit Marketing, Inc., an Ohio corporation

Enclosed also please find Merit Marketing check in the amount of \$78.75 for registration fee and certificate of status. Please return the certificate of status to the undersigned.

Yours very truly,

SCHWARZ, KAHLE & KELLER, P.A.

By: Gary A. Kahle

GAK:th[98.286]
Enclosures

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DIVISION OF CORPORATIONS
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#8/21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 10, 1998

GARY A. KAHLE
SCHWARZ, KAHLE & KELLER, P.A.
21229 OLEAN BLVD., SUITE B
PORT CHARLOTTE, FL 33952

SUBJECT: REITERER & ASSOCIATES
Ref. Number: W98000018112

We have received your document for REITERER & ASSOCIATES 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please add a corporate suffix to Reiterer & Associates, such as: Corporation, Corp., Incorporated, Inc., Company, or Co..

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 098A00041587

TO FLORIDA DEPARTMENT OF STATE
CERTIFIED RESOLUTIONS FOR CORPORATE DBA NAME

I, the undersigned, Jean M. Reiterer, Secretary of Merit Marketing, Inc.


A corporation organized under the laws of the State of Ohio, do hereby certify that a meeting of the Board of Directors of said corporation heretofore duly called and held, at which meeting a quorum of the Directors of said corporation was present and voting, OR by a writing or writings filed with or entered upon the records of said corporation and signed as specified in Section 1701.54 or Section 1702.25 Ohio Revised Code, resolutions, of which the following is a full and true copy as appears by the records of the corporation, were duly adopted or authorized, and that the proceedings of said Directors were in accordance with the Charter, Regulations, and By-Laws of said corporation:

Resolved; that we will establish an office in the State of Florida, August 1, 1998, located at 1601 Park Beach Circle - #121, Punta Gorda Florida 33950.

Resolved, in lieu of the fact the name, Merit Marketing, Inc. is unavailable, we request the DBA name Reiterer & Associates, INC..

In Testimony Whereof, I have hereunto set my hand of said corporation this day of

July 17, 1998


Secretary

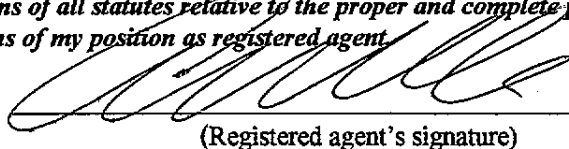
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. MERIT MARKETING 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. OHIO 3. 34-1729993
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3-16-92 5. Perpetual
(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. 1601 Park Beach Circle, Punta Gorda, FL 33950
5-96--HARFORD--DR--HIGHLAND--HFS--OH--44143
(Current mailing address)
To engage in any lawful act or activity for which corporations may be formulated under Ohio Revised Code Sec. 1701.01 to 1701.95,
8. inclusive. _____
(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: GARY A. KAHLE
Office Address: 21229-B OLEAN BLVD
Port Charlotte, Florida, 33952
(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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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: Charles E. Reiterer

Address: 1601 Park Beach Circle

Punta Gorda, FL 33950

Vice Chairman: Jean M. Reiterer

Address: 1601 Park Beach Circle

Punta Gorda, FL 33950

Director: John E. Kromar

Address: 8500 Station Street #390

Mentor, OH 44060

Director:

Address:

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

President: CHARLES E. REITERER

Address: 596 HANFORD DR 1601 Park Beach Circle

HIGHLAND HTS OH 44143 Punta Gorda, FL 33950

Vice President: JEAN M. REITERER

Address: 596 HANFORD DR 1601 Park Beach Circle

HIGHLAND HTS OH 44143 Punta Gorda, FL 33950

Secretary: JEAN M. REITERER

Address: 596 HANFORD DR 1601 Park Beach Circle

HIGHLAND HTS OH 44143 Punta Gorda, FL 33950

Treasurer: CHARLES E. REITERER

Address: 596 HANFORD DR 1601 Park Beach Circle

HIGHLAND HTS OH 44143 Punta Gorda, FL 33950

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

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

14. CHARLES E. REITERER PRESIDENT
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **MERIT MARKETING, INC.**, an Ohio corporation, Charter No. 815831, having its principal location in Mayfield, County of Cuyahoga, was incorporated on March 16th, 1992 and is currently in **GOOD STANDING** upon the records of this office.*



WITNESS my hand and official

seal at Columbus, Ohio on

July 16, 1998

Bob Taft

Bob Taft
Secretary of State

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