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STEPHEN R. LOONEY
BOARD CERTIFIED TAX LAWYER

MAILING ADDRESS:
P.O. BOX 633
ORLANDO, FLORIDA 32802

May 21, 1998

VIA CERTIFIED MAIL - RETURN
RECEIPT REQUESTED - Z 179 125 695

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

200002536232--6
-05/27/98--01028--004

***122.50 ***122.50

200002536232--6

-05/21/98--01107--001

***1150.00 ***1150.00

Re: Application by Foreign Corporation for Authorization to
Transact Business in Florida - Menaker Management, Inc.

Dear Sirs:

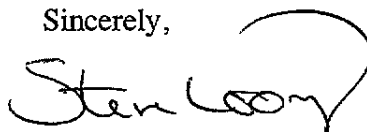
Enclosed are the following:

1. An original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for Menaker Management, Inc., a Nevada corporation.
2. Certificate of Existence With Status In Good Standing, issued by the Secretary of State for the State of Nevada for Menaker Management, Inc.
3. Check No. 153954 in the amount of \$122.50 payable to the Florida Department of State to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the enclosed Application has been filed, the certified copy should be returned to this office.

If you have any questions regarding this matter, please contact me at your convenience.

Sincerely,



Stephen R. Looney

W98-12087

8/24/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 21 PM 3:30

FILED

SRL/lis

Enclosures

cc: Mitchell G. Menaker
(w/enclosures)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

STEPHEN R. LOONEY
MENAKER MANAGEMENT, INC.
P.O. BOX 633
ORLANDO, FL 32802

SUBJECT: MENAKER MANAGEMENT, INC.
Ref. Number: W98000012087

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98 AUG 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MENAKER MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00029749

RECEIVED

JUN 1 1998

Maguire, Voorhis & Wells, P.A.

HOLLAND & KNIGHT - MAGUIRE VOORHIS & WELLS

A Law Office of HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 3000
Orlando, Florida 32801
407-244-1100
FAX 407-872-6207
<http://www.hklaw.com>

Stephen R. Looney
(407)244-1148
Internet Address:
SLOONEY@HKLAW.COM

August 19, 1998

VIA CERTIFIED MAIL - RETURN
RECEIPT REQUESTED - Z 141 456 922

Ms. Agnes Lunt, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Application by Foreign Corporation for Authorization to
Transact Business in Florida - Menaker Management, Inc.
Ref. Number: W98000012087

Dear Ms. Lunt:

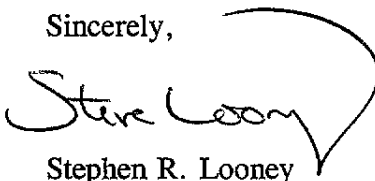
Enclosed are the following:

1. Copy of Letter Number 998A00029749, dated May 27, 1998.
2. Our client's check in the amount of \$1,150.00 to cover the annual report and penalty fees.

Please complete the process for filing the Application by Foreign Corporation for Authorization to Transact Business in Florida for Menaker Management, Inc., and forward the certified copy to me.

If you have any questions regarding this matter, please contact me at your convenience.

Sincerely,



Stephen R. Looney

SRL/lls

Enclosures

cc: Mitchell G. Menaker
(w/enclosures)

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HOLLAND & KNIGHT LLP / Office Locations

Atlanta • Boca Raton • Fort Lauderdale • Jacksonville • Lakeland • Melbourne • Mexico City • Miami • New York
Northern Virginia • Orlando • San Francisco • St. Petersburg • Tallahassee • Tampa • Washington, D.C. • West Palm Beach

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98 AUG 21 PM 3:30
SECRETARY OF STATE
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. Menaker Management, 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. Nevada
(State or country under the law of which it is incorporated)
3. 86-0856401
(FEI number, if applicable)
4. January 29, 1997
(Date of Incorporation)
5. "Perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. September 15, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Post Office Box 22189
Lake Buena Vista, FL 32830
(Current mailing address)
8. Business conducted in State of Florida
(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 **NOT** acceptable)

Name: Stephen R. Looney
Maguire, Voorhis & Wells, P.A.

Office Address: 200 So. Orange Avenue, Suite 3000
Orlando, Florida, 32801
(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.

Stephen R. Looney
(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
TALLAHASSEE, 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: Mitchell G. Menaker

Address: 5062 Isleworth Country Club Drive
Windermere, Florida 34786

Vice Chairman: _____

Address: _____

Director: Mitchell G. Menaker

Address: 5062 Isleworth Country Club Drive
Windermere, Florida 34786

Director: _____

Address: _____

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

President: Mitchell G. Menaker

Address: 5062 Isleworth Country Club Drive
Windermere, Florida 34786

Vice President: _____

Address: _____

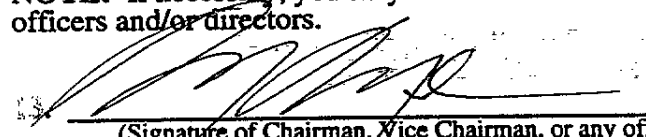
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

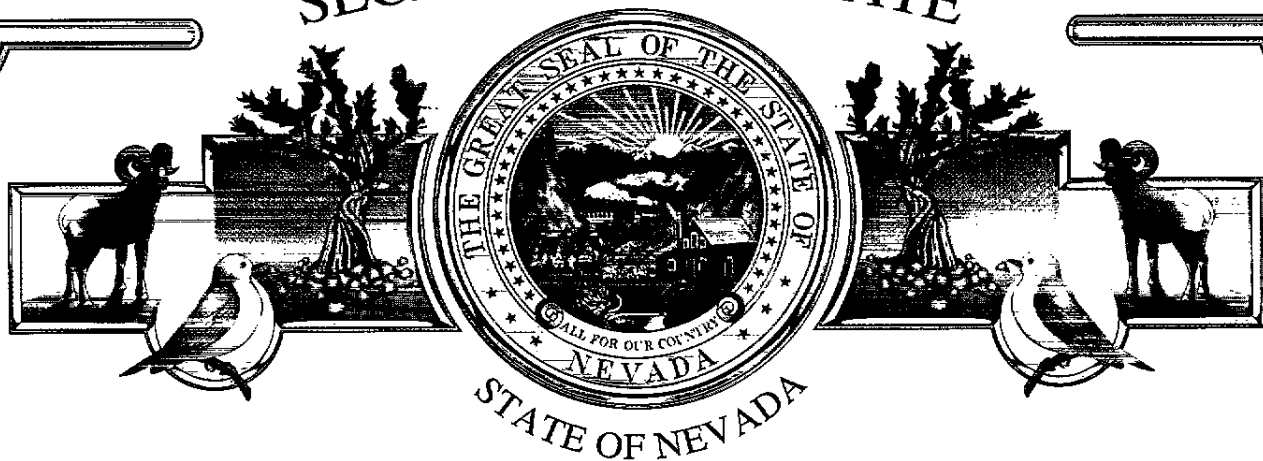
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.


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

14. Mitchell G. Menaker, President
(Typed or printed name and capacity of person signing application)

FILED
98 AUG 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MENAKER MANAGEMENT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 29, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on May 11, 1998.



By

Secretary of State

Certification Clerk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 21 PM 3:30

FILED