



THE UNITED STATES
CORPORATION
COMPANY

F980000004898

ACCOUNT NO. : 072100000032

REFERENCE : 923353 7157815

AUTHORIZATION

Patricia Pigeto

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1998

ORDER TIME : 4:25 PM

ORDER NO. : 923353-005

800002620578--3

CUSTOMER NO: 7157815

CUSTOMER: Mr. Mark Ramos
The Company Corporation
Suite 3410
1313 N. Market Street
Wilmington, DE 19801-1150

W98-19060

FOREIGN FILINGS

NAME: PRODUCTS AND INFORMATION, INC.

XXXX QUALIFICATION (TYPE: CC)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

FILED
98 AUG 20 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 AUG 20 AM 9:37
DIVISION OF CORPORATION

8/31/98

RECEIVED



98 AUG 21 AM 6:50 DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATIONS

August 20, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: PRODUCTS AND INFORMATION, INC.
Ref. Number: W98000019060

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The attached resolution by the board of directors is not acceptable for imaging. Please submit a new resolution.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00043351

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TALLAHASSEE, FLORIDA

AUG-26-98 WED 08:20

OSC

FAX NO. 9029987078

P. 01

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Mark Ramos, President, do hereby
certify that this Resolution of the Board of Directors of
PRODUCTS AND INFORMATION, INC.
a corporation duly organized and existing under the laws of
the State of DELAWARE, was duly adopted
on FEBRUARY 10, 19 98.

Resolved, that PRODUCTS AND INFORMATION, INC.
organized and existing in the State of DELAWARE
hereby adopts the name PRODUCTS INFORMATION ENTERPRISES, INC.
for use in Florida.

Dated: AUGUST 27, 1998

Mark Ramos
(Signature of at least one Officer)

MARK RAMOS
PRESIDENT

INHS1.9 (3/93)

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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. PRODUCTS AND INFORMATION 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. 02/10/98

(Date of Incorporation)

5. PERPETUAL

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

6. UPON FILING

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P.O. BOX 7442

WPB, FL 33405

(Current mailing address)

MAIL ORDER SALES AND/OR TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida ,

32309

(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.

Corporation Service Company

By: Cheryl L. Fortunate

(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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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: Mark Ramos

Address: 1006 ALMERIA Rd
WEST PALM BEACH, FL 33405

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Mark Ramos, Chairman
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

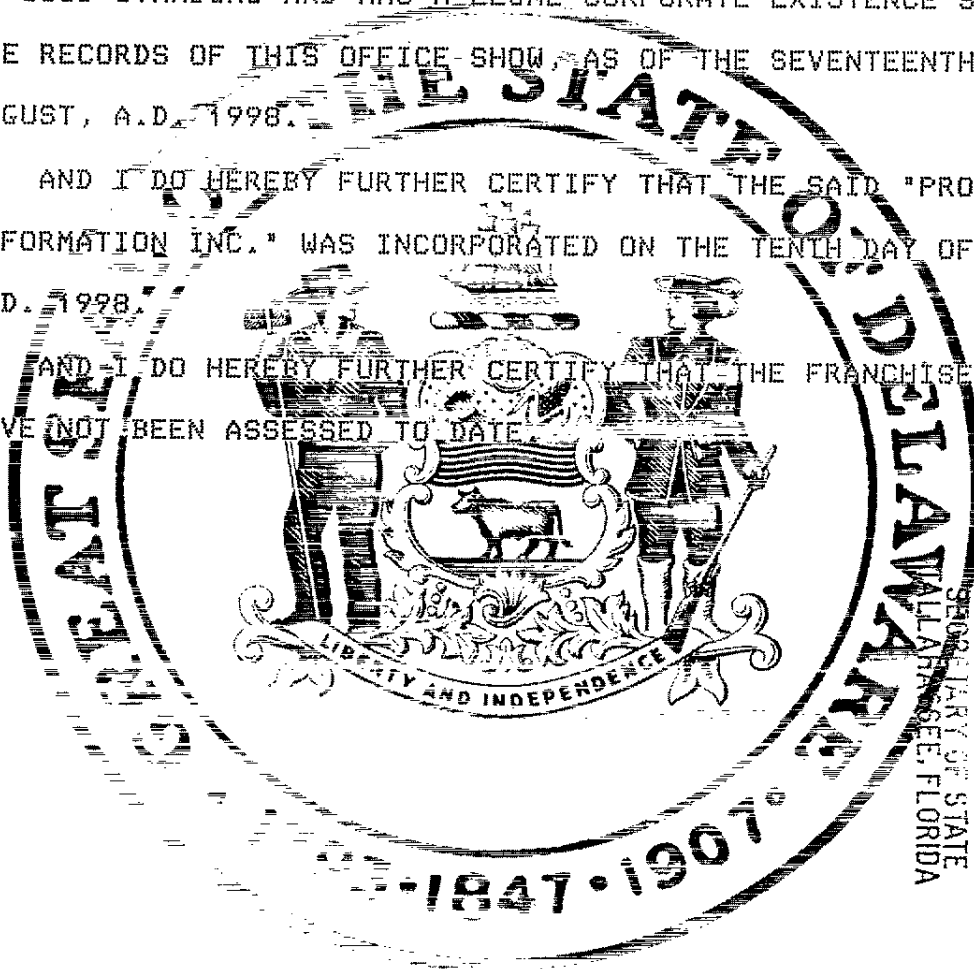
FILED

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRODUCTS AND INFORMATION 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 SEVENTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRODUCTS AND INFORMATION INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 1998.

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



SECRETARY OF STATE
WALLACE, FLORIDA

98 AUG 20 AM 9:17

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981321211

Edward J. Freel

Edward J. Freel, Secretary of State

9255737

AUTHENTICATION:

DATE:

08-17-98