

F98000005103

FMC GROUP, INC.
CAPITAL CONSULTANTS

September 9, 1998

FL Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

000002635980-2
09/10/98-01033-002
***245.00 ***122.50

To Whom It May Concern:

Enclosed please find two Applications by Foreign Corporations Authorization to Transact Business in Florida. We are the Florida registered agent for both MIS Solutions, Inc. and SMC Multimedia Corp. We have enclosed a check for \$245.00 to cover the \$122.50 filing fee for both companies.

Also enclosed is a return Federal Express package with label for you to return the authorization to us in a timely manner. Time is of the essence for both of these companies and we would appreciate an expedited reply.

Thank you for your consideration in this matter.

Sincerely,

Ann E. Mielke

Ann E. Mielke,
Corporate Controller

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9/10

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. SMC Multimedia Corp.

(Name of corporation must include the word "INCORPORATED," "COMPANY," or "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. 9-1-98

(Date of Incorporation)

4. Perpetual

(Duration-Year Corp. will cease to exist or "perpetual")

5. _____

(Federal Employer Identification number, if applicable)

6. 9-1-98

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.55)

7. 65 E. 55th St, 10th Floor, NY, NY 10022
(Current mailing address)

9. Name and Street address of Florida registered agent:

Name: FMC Group, Inc.

Office Address: 2255 Glades Road, Suite 124A

Boca Raton

, Florida 33431

Zip Code

9. 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: _____

10. 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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SMC Multimedia Corp.

11. Names and addresses of officers and/or directors.

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Lee Fehr

65 E. 55th St, 10th Floor
NY, NY 10022

Director: _____

Address: _____

James Perretty

2255 Glades Rd, Suite 124A
Boca Raton, FL 33431

B. Officers:

President: _____

Address: _____

James Perretty

2255 Glades Rd, Suite 124A
Boca Raton, FL 33431

Vice President: _____

Address: _____

Secretary: _____

Address: _____

James Perretty

2255 Glades Rd, Suite 124A
Boca Raton, FL 33431

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

12. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 11 of the application)

13. _____

James Perretty

(Type or print name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMC MULTIMEDIA 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 FOURTH DAY OF SEPTEMBER, A.D. 1998.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9287665
DATE: 09-04-98