

F98000005443

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FIRST CORPORATE SEDANS 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.

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-09/29/98--01015--016
*****70.00 *****70.00

Please return all correspondence concerning this matter to the following:

ITZHAK COHEN.
(Name of Person)

w98-26877

ITZHAK COHEN. CPA
(Firm/Company)

50 LEXINGTON AVE # 25H
(Address)

NEW YORK, NY, 10010.
(City/State/Zip)

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

ITZHAK COHEN. at (212) 254 5089.
(Name of Person) (Area Code & Daytime Telephone Number)

mtm
9/29

STREET 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

ITHAK COHEN
ITHAK COHEN PA
50 LEXINGTON AVE #25H
NEW YORK, NY 10010

SUBJECT: FIRST CORPORATE SEDANS, INC
Ref. Number: W98000020877

We have received your document for FIRST CORPORATE SEDANS, INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00046452

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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. FIRST CORPORATE SEDANS 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. NEW YORK (State or country under the law of which it is incorporated) 3. 13-3693120 (FEI number, if applicable)

4. 7/1/93 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 7/15/98 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 60 EAST 42nd STREET # 2424
NEW YORK, NY, 10165
(Current mailing address)

8. SERVICE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

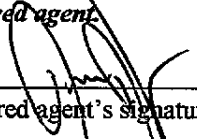
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: AMIR BEN-ZION

Office Address: 300 SOUTH POINT DR. #705
MIAMI BEACH, FL 331, Florida, 33139
(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: AMIR BEN-ZION

Address: 300 SOUTH POINT DR. # 705
MIAMI BEACH, FL, 33139

Vice Chairman: NONE

Address: _____

Director: NONE

Address: _____

Director: NONE

Address: _____

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

President: AMIR BEN-ZION

Address: 300 SOUTH POINT DR. #705
MIAMI BEACH, FL 33109

Vice President: _____

Address: _____

Secretary: SAME

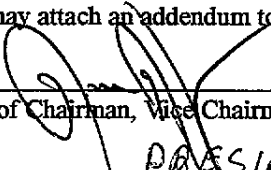
Address: _____

Treasurer: SAME

Address: _____

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

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

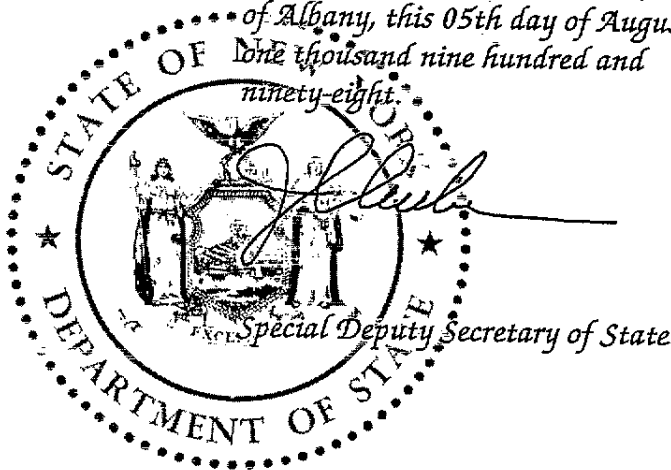
14. PRESIDENT
(Typed or printed name and capacity of person signing application)

State of New York }
Department of State } SS:

I hereby certify, that the certificate of incorporation of FIRST CORPORATE SEDANS, INC. was filed on 12/09/1992, under the name of B.Z. MANAGEMENT, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment B.Z. MANAGEMENT, INC., changing name to FIRST CORPORATE SEDANS, INC., was filed 12/23/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of August
one thousand nine hundred and
ninety-eight.



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