

F98000005535

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DCM, INC.
(Name of corporation - must include suffix)

100002645101--2
-09/21/98-01129-003
*****78.75 *****78.75

Dear Sir or Madam:

W98-21641

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.

Please return all correspondence concerning this matter to the following:

Phil Miller
(Name of Person)
DCM, INC.
(Firm/Company)
70 Prospect Park, West - Suite 4B
(Address)
Brooklyn, N.Y. 11215
(City/State/Zip)

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

Phil Miller at (718) 788-4006
(Name of Person) (Area Code & Daytime Telephone Number)

mtm
10/5

COURIER 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 22, 1998

PHIL MILLER
DCM, INC.
70 PROSPECT PARK WEST, STE 4B
BROOKLYN, NY 11215

SUBJECT: DCM, INC.
Ref. Number: W98000021641

We have received your document for DCM, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 998A00047730

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Phil Miller (Name) do hereby certify

that this Resolution of the Board of Directors of DCM, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York

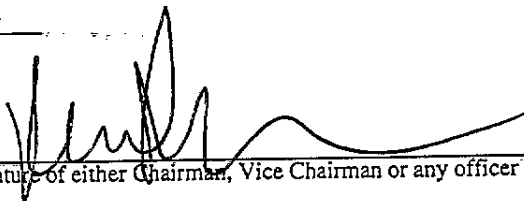
was duly adopted on April 2nd, 19 98

Be it resolved, that DCM, Inc. (Corporate Name)

organized and existing in the State of New York, hereby adopts the name

DCM Telemarketing and Telefundraising, Inc. for use in Florida.

Dated: 9/29/98


Signature of either Chairman, Vice Chairman or any officer

PHIL MILLER
Type or print name

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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. DCM, 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 3. 11-3372105
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 2, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 23, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 70 Prospect Park West Suite 4B, Brooklyn, N.Y. 11215
(Current mailing address)

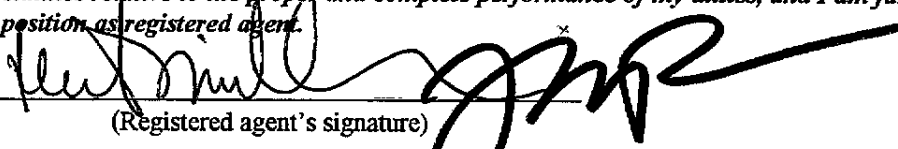
8. Fundraising and telemarketing by phone solicitation
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Office Address: 8850 Goodby's Executive Dr., Suite A
Jacksonville, Florida, 32216
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Phil Miller

Address: 70 Prospect Park West Suite 4-B

Brooklyn, N.Y. 11215

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. Phil Miller, President

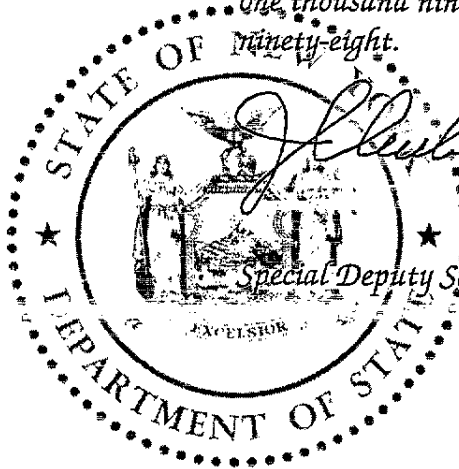
(Typed or printed name and capacity of person signing application)

State of New York)
Department of State } ss:

I hereby certify, that the certificate of incorporation of DCM, INC. was filed on 04/02/1997, 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.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of August
one thousand nine hundred and
ninety-eight.



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