



THE UNITED STATES
CORPORATION
COMPANY

F980000006361

ACCOUNT NO. : 072100000032

REFERENCE : 035939 7140339

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1998

ORDER TIME : 11:43 AM

ORDER NO. : 035939-005

CUSTOMER NO: 7140339

700002691727--1

CUSTOMER: Benjamin P. Campo, Esq
Kelly & Campo LLP
516 Fifth Avenue

New York, NY 10036

FOREIGN FILINGS

NAME: EXPERIENCE TOTAL
COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 PM 1:37

11/19

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Experience Total Communications, 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 3. 65-0848437
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 4, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2520 Jardin Drive
Weston, Florida 33327
(Current mailing address)
8. To engage in any lawful act or activity
(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, 32301
(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: Vicki Schreiber Asst. V.P.
(Registered agent's signature)
Vicki Schreiber, Asst. V.P.

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.

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: George Pacinelli

Address: 2520 Jardin Drive

Weston, Florida 33327

Vice Chairman: _____

Address: _____

Director: Michael Nole

Address: 1921 Lago Vista Boulevard

Palm Harbor, Florida 34685

Director: Benjamin Paul Campo

Address: 3 Belknap Lane

Rumson, New Jersey 07760

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

President: George Pacinelli

Address: 2520 Jardin Drive

Weston, Florida 33327

Executive Vice President: Michael Nole

Address: 1921 Lago Vista Boulevard

Palm Harbor, Florida 34685

Secretary: Benjamin Paul Campo

Address: 3 Belknap Lane

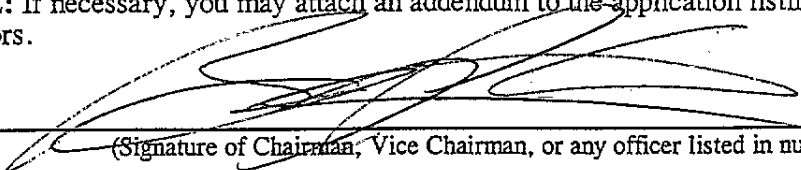
Rumson, New Jersey 07760

Treasurer: _____

Address: _____

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.

Benjamin Paul Campo, Secretary

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

FILED
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXPERIENCE TOTAL COMMUNICATIONS, 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 EIGHTEENTH DAY OF NOVEMBER, 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

Edward J. Freel, Secretary of State

9412115

AUTHENTICATION:

11-18-98

DATE: