



THE UNITED STATES
CORPORATION
COMPANY

F98000007043

ACCOUNT NO. : 072100000032

REFERENCE : 072407 4300812

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 1998

ORDER TIME : 11:08 AM

400002723394--5

ORDER NO. : 072407-005

CUSTOMER NO: 4300812

CUSTOMER: Ms. Maria Segui
Gibney, Anthony & Flaherty
665 Fifth Avenue
Suite 200
New York, NY 10022

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 DEC 28 PM 3:59

12/28

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FOREIGN FILINGS

NAME: ATHENALYSIS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

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98 DEC 28 PM 12:15

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. ATHENALYSIS CORPORATION
(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. December 18, 1998
(Date of incorporation)

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

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155 F.S.))

7. 1711 SE. EBB CT. Saint Lucie, Florida 34952

(Current mailing address)

8. See Attached Rider

(Purpose of incorporation 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: Jean-Luc Reynard

Address: 1711 SE. EBB CT. Saint Lucie, Florida 34952

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jean-Luc Reynard

Address: 1711 SE. EBB CT., Saint Lucie, Florida 34952

Vice President: _____

Address: _____

Secretary: Brigitte Reynard

Address: 171 SE. EBB CT. Saint Lucie, Florida 34952

Assistant
Secretary

Pierre Cournot

665 Fifth Avenue

Address:

New York, NY 10022

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. _____

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PIERRE COURNOT

Asst Sec.

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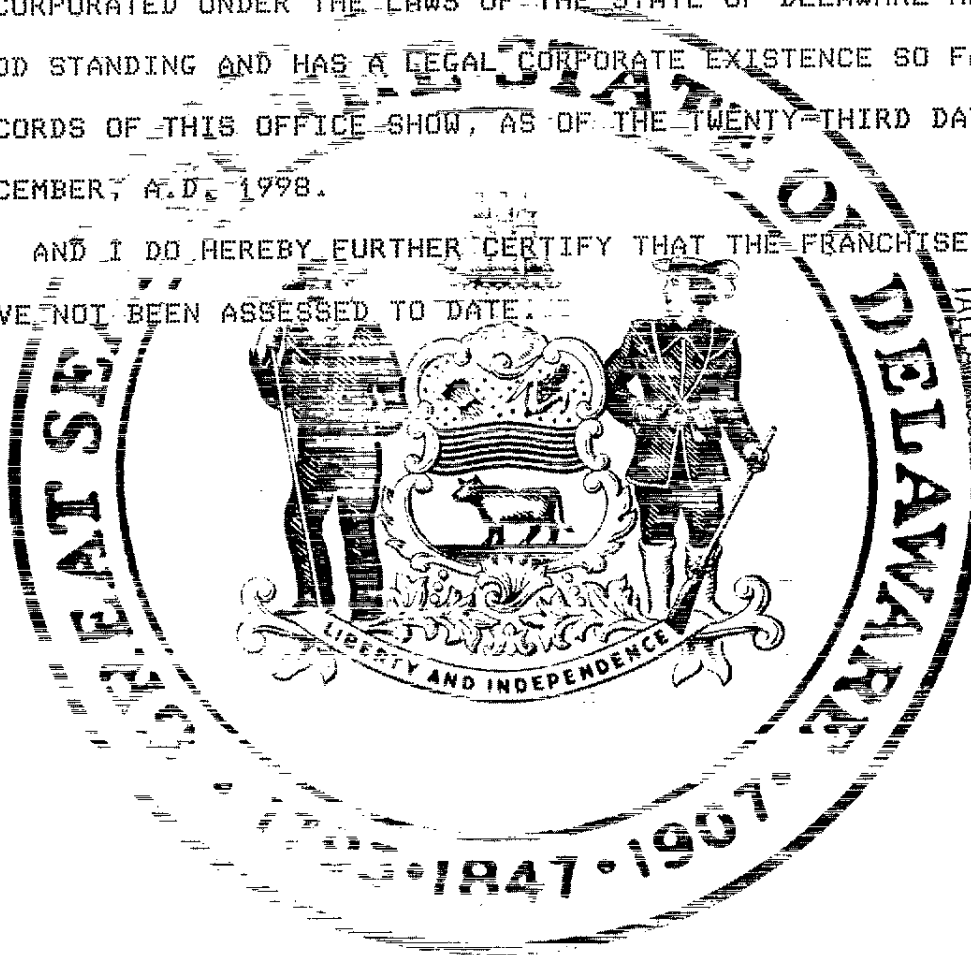
SECRETARY OF FINANCE
TALLAHASSEE FL 32304

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATHENALYSIS CORPORATION" 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 TWENTY-THIRD DAY OF DECEMBER, 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
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2981647 8300

DATE:

9483550

981498530

12-23-98