

F99000000057



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 087651 7742A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 5, 1999

ORDER TIME : 11:15 AM

ORDER NO. : 087651-005

CUSTOMER NO: 7742A

CUSTOMER: Ms. Jeri Poller
Tew Cardenas Rebak Kellogg
Suite 2600
201 S. Biscayne Boulevard
Miami, FL 33131

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-01/05/99--01053--002
*****70.00 *****70.00

FOREIGN FILINGS

NAME: RECIPROCAL MARKETING SOURCES,
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: Angie Glisar

FILED
99 JAN -5 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN -5 PM 12:08
JANUARY 5, 1999
JANUARY 5, 1999

AL JAN 5 - 1999

CERTIFICATE OF CORPORATE RESOLUTION

I, Perry Silver, president of Reciprocal Marketing Sources, Ltd., a corporation organized under the laws of the State of Delaware, do hereby certify that at a special meeting of the directors of Reciprocal Marketing Sources, Ltd., its president was present, the following resolutions, which have not been rescinded or amended or duly moved, were seconded and adopted, and which are in full force and effect:

1. **RESOLVED:**

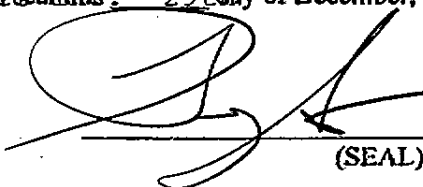
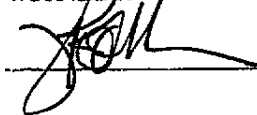
That Reciprocal Marketing Sources, Ltd., a Delaware corporation, be registered to do business in the State of Florida under the name Reciprocal Marketing Sources, Inc.

2. **RESOLVED:**

That Perry Silver is hereby authorized to execute and file all necessary documents to register Reciprocal Marketing Sources, Ltd. to do business in the state of Florida as Reciprocal Marketing Sources, Inc. and to execute any other papers for the corporation and take any and all action deemed necessary or proper in connection with such registration.

IN WITNESS WHEREOF, I have hereunto set my hand as the president of Reciprocal Marketing Sources, Inc. and affixed my seal this 29 day of December, 1998.

WITNESS:


(SEAL)

HAUSDATAUPCORPRES

FILED
99 JAN -5 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Reciprocal Marketing Sources, 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

(State or country under the law of which it is incorporated)

13-3643572

3. Perpetual
(FBI number, if applicable)

4. January 1, 1992

(Date of incorporation)

5. Perpetual

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

6. January 1, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.)

7. 481 8th Ave Suite 837

New York, Ny 10001

(Current mailing address)

8. President relocating to Florida

(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: Perry Silver

Office Address: 19501 East Country Club Drive Suite 203

Aventura,

, Florida,

33180

(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.

By: [Signature]

(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.

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: Perry Silver

Address: 19501 East country Club Drive Suite 203
Aventura, Elorida 33180

Vice Chairman:

Address:

Director: Perry Silver

Address: (See above)

Director:

Address:

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

President: Perry Silver

Address: (See Above)

Vice President:

Address:

Secretary: Perry Silver

Address: (See above)

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. Perry Silver (sole officer, director & Shareholder)

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

FILED
JAN 5 PM 1:27
TALLAHASSEE FLORIDA

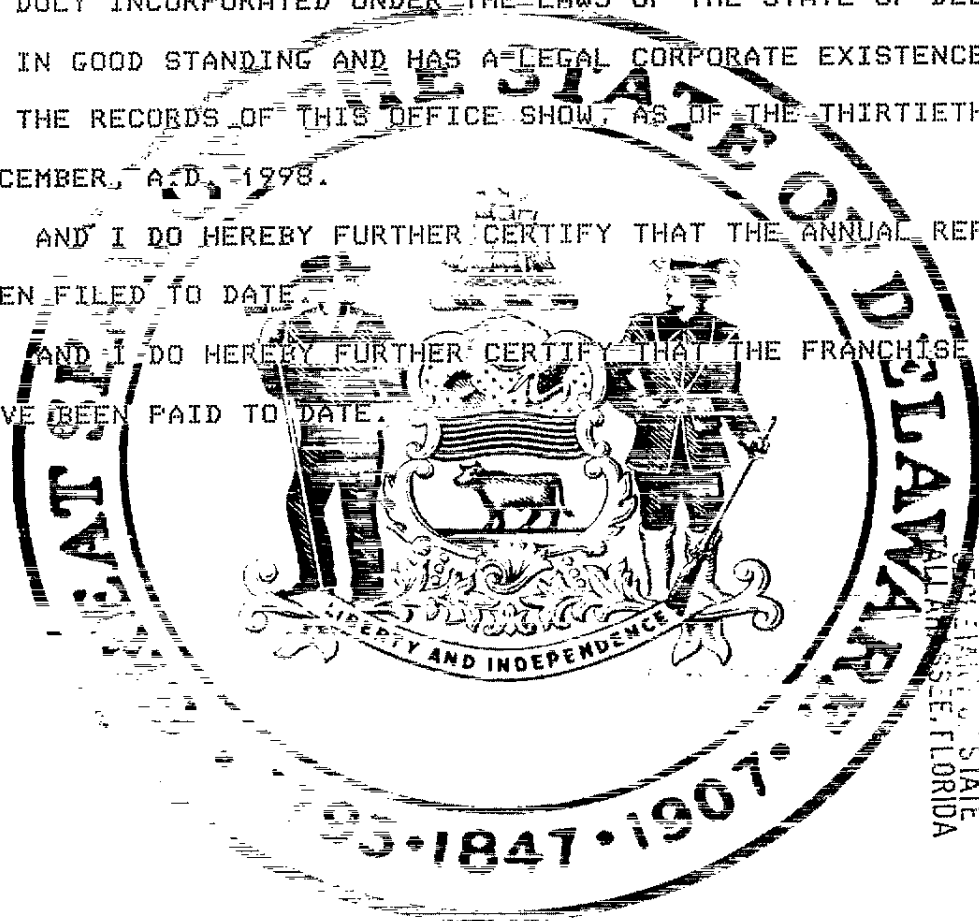
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECIPROCAL MARKETING SOURCES, LTD." 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 THIRTIETH DAY OF DECEMBER, A.D., 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



99 JAN -5 PM 1:27

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2284664 8300

981506891

AUTHENTICATION:

DATE:

9494531

12-30-98