

F99000000496



ACCOUNT NO. : 072100000032

REFERENCE : 112438 7174911

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 26, 1999

ORDER TIME : 11:35 AM

ORDER NO. : 112438-005

CUSTOMER NO: 7174911

CUSTOMER: Walt Robinson, Vice President  
Megahertz-nko, Inc.  
8160 Baymeadows Way West  
Suite 220  
Jacksonville, FL 32256

000002755350--2  
-01/26/99--01078--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FOREIGN FILINGS

NAME: MEGAHERTZ-NKO, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JAN 26 PM 12:50

RECEIVED

AL JAN 26 1999

FILED  
99 JAN 26 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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. Megahertz - NKO, 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)
3. 59-3549457  
(FEI number, if applicable)
4. January 5, 1999  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 8, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 8160 Baymeadows Way West, Suite 130  
Jacksonville, FL 32256  
(Current mailing address)

8. To engage in any lawful 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, 32309  
(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: Patricia Piroto  
(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.

FILED  
JAN 26 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: (See Attachment I)

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: (See Attachment I)

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Walter Robinson, Vice President and Secretary  
(Typed or printed name and capacity of person signing application)

99 JAN 26 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Attachment I

12. A. Directors

Chairman	Doron Nevo 8160 Baymeadows Way West, Suite 220 Jacksonville, FL 32256
Director	Eli Hertz 794 Union Street Brooklyn, NY 11215
Director	Eric Fixler 794 Union Street Brooklyn, NY 11215
Director	Arnold Berlin 794 Union Street Brooklyn, NY 11215

12. B. Officers

President	Eli Hertz 794 Union Street Brooklyn, NY 11215
CEO	Eric Fixler 794 Union Street Brooklyn, NY 11215
Vice President	Walter Robinson 8160 Baymeadows Way West, Suite 220 Jacksonville, FL 32256
Secretary	Walter Robinson 8160 Baymeadows Way West, Suite 220 Jacksonville, FL 32256
Treasurer	Arnold Berlin 794 Union Street Brooklyn, NY 11215

FILED  
99 JAN 26 PM 1:08  
SECRETARY OF STATE  
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 "MEGAHERTZ-NKO, 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 TWENTY-FIRST DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEGAHERTZ-NKO, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 1999.

**FILED**  
99 JAN 26 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2988648 8300

DATE:

9534193

991026449

01-21-99