

F99000000501

TUCKER
ARENSBERG, P.C.
ATTORNEYS

Writers Direct Dial: 412 594-5582

January 26, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: U.S. Events and Marketing, Inc.

Dear Sir or Madam:

800002755329--7
-01/26/99--01077--003
*****70.00 *****70.00

800002755329--7
-01/26/99--01077--004
*****8.75 *****8.75

Please file the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate, and return evidence of same to the undersigned as soon as possible by Federal Express. We enclose a Good Standing Certificate for U.S. Events and Marketing, Inc. from the Commonwealth of Pennsylvania.

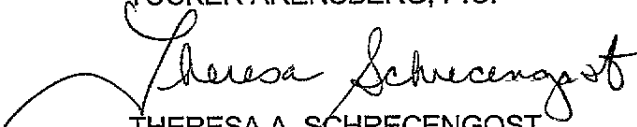
Please also send the undersigned a Good Standing Certificate for the Corporation as soon as possible by Federal Express.

We enclose a check for \$70.00 to cover your filing fee, a check for \$8.75 for the Good Standing Certification and a self-address, prepaid Federal Express Label.

If you have any questions or problems with the filing, please call the undersigned.

Very truly yours,

TUCKER ARENSBERG, P.C.


THERESA A. SCHRECENGOST,
Legal Assistant

FILED
JAN 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
VLC/26

/tas
Enclosures
Be105657.1

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. U.S. EVENTS AND MARKETING, 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. Pennsylvania

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

3. Applied For

(FEI number, if applicable)

4. 12/14/98

(Date of incorporation)

5. Perpetual

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

6. Upon filing hereof

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

7. 900 Parish Street, Pittsburgh, PA 15220

(Current mailing address)

8. Special events marketing.

(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: James Gustafson

Office Address: 4210 Metro Parkway Suite 210

Ft. Meyers

, Florida,

33916

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

James Gustafson
(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
99 JAN 26 PM 2:50
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: Anthony F. Renda

Address: Merriman Road, Sewickley, PA 15143

Vice Chairman: Maryann Kelly

Address: 521 Elmview Drive, Elizabeth, PA 15037

Director: _____

Address: _____

Director: _____

Address: _____

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

President: /Treasurer, Anthony F. Renda

Address: Merriman Road

Sewickley, PA 15143

Vice President: /Secretary, Maryann Kelly

Address: 521 Elmview Drive

Elizabeth, PA 15037

Secretary: Executive Vice President, Ida D'Errico

Address: 1170 Bower Hill Road, No. 610

Pittsburgh, PA 15243

Treasurer: _____

Address: _____

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

13. IDA D'Errico 1-15-99
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Executive

14. IDA D'Errico, Vice President
(Typed or printed name and capacity of person signing application)

FILED
99 JAN 26 PM 2 50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JANUARY 22, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

U.S. EVENTS AND MARKETING, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

ACTING

Kim Dujongjula

Secretary of the Commonwealth

DPOS

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99 JAN 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA