

F99000001257



ACCOUNT NO. : 072100000032

REFERENCE : 126583 11489A

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 78.75

ORDER DATE : February 8, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 126583-005

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates
Rivergate Plaza, Suite 1000
444 Brickell Avenue
Miami, FL 33131

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W99-3124

FOREIGN FILINGS

NAME: GOODHEALTH SERVICE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATION

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Goodhealth Service Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following

Nicholas J. Palermo, President
(Name of Person)

AES / Arrivista Corporation
(Firm/Company)

One Kalisa Way
(Address)

Paramus, New Jersey 07652
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Nicholas J. Palermo at 201-261-1600
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 1999

CSC

SUBJECT: GOODHEALTH SERVICE CORP
Ref. Number: W99000003124

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00005462

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AFFIDAVIT AS TO COMMENCEMENT OF BUSINESS IN FLORIDA

STATE OF NEW JERSEY }
 COUNTY OF PARANMUS } SS:

BEFORE ME, the undersigned authority, personally appeared NICHOLAS J. PALERMO, President of GOODHEALTH SERVICE CORPORATION, who is personally known to me, and who, upon oath first duly given, deposes and says as follows:

1. Affiant has been the President of GOODHEALTH SERVICE CORPORATION, a New York corporation (the "Corporation"), since the date of its incorporation on October 7, 1998, and continues to serve in such capacity on the date hereof.

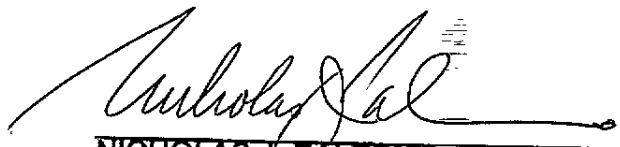
2. The Corporation was incorporated in the State of New York on October 7, 1998, and began to transact business in the State of New York on October 9, 1998, and the Corporation did not transact business in any other state as of said October 9 date.

3. The Corporation desires to conduct business in the State of Florida, and in connection therewith filed an Application By Foreign Corporation For Authorization To Transact Business in Florida with the State of Florida, Division of Corporations, on or about February 8, 1999, with requisite supporting documentation therewith.

4. The Corporation made an error on said Application on line 6 thereof (the date first transacting business in Florida) by not fully reading the requested information and accidentally inserting thereon the New York date of October 9, 1998, because October 9, 1998 is the date on which it only began transacting business in New York not Florida.

5. Affiant makes this Affidavit in support of its above Application that it will commence transacting business in the State of Florida upon obtaining a certificate of authority from the State of Florida, and its Application shall be deemed by this Affidavit to amend said line 6 to delete "October 9, 1998" and replace it with "the date upon which the Corporation receives a certificate of authority from the State of Florida".

FURTHER AFFIANT SAYETH NAUGHT.


 NICHOLAS J. PALERMO

SWORN TO and SUBSCRIBED before me this 17th day of February, 1999, in the County and State aforesaid.

My Commission Expires:

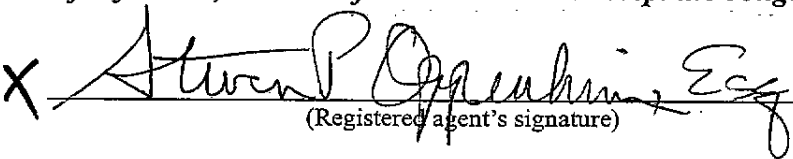
ALYSE BERNSTEIN
 Notary Public of New Jersey
 My Commission Expires June 11, 2003


 NOTARY PUBLIC (signature)

ALYSE BERNSTEIN
 (Print Name of Notary Public on Line)

**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. Goodhealth Service 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. New York
(State or country under the law of which it is incorporated)
3. 13-4027124
(FEI number, if applicable)
4. 10/07/98
(Date of incorporation)
5. Pending
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/9/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. NY: 111 Narrows Rd, Bedford Hills, NY 10547
FL: 271 N.E. 95th Street, Miami Shores, FL 33138
(Current mailing address)
8. search, placement, contractual, billing, consulting & other services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Steven P. Oppenheim, Esq.
Office Address: 444 Brickell Avenue, Suite 1000
Miami, FL, Florida, 33131
(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.

(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: Nicholas J. Palermo

Address: 385 Chapin Court, Oradell, NJ 07649

Vice Chairman: n/a

Address: _____

Director: Nicholas J. Palermo

Address: 385 Chapin Court, Oradell, NJ 07649

Director: n/a

Address: _____

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

President: Nicholas J. Palermo

Address: 385 Chapin Court, Oradell, NJ 07649

Vice President: n/a

Address: _____

Secretary: n/a

Address: _____

Treasurer: n/a

Address: _____

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

13. Nicholas J. Palermo

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

14. Nicholas J. Palermo, Chairman, Director and President

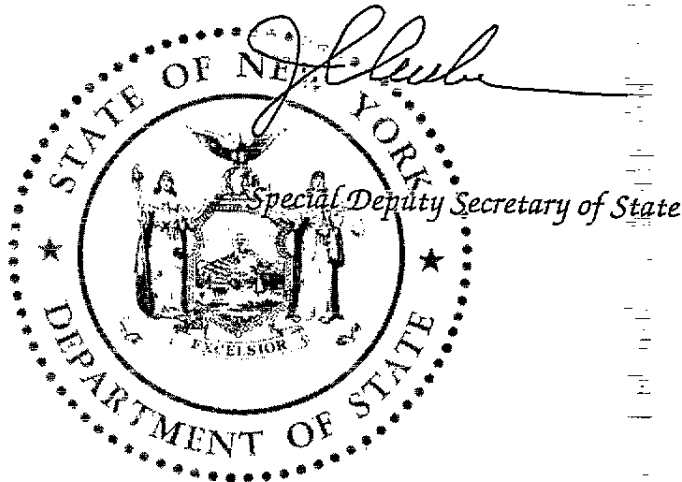
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of GOODHEALTH SERVICE CORPORATION was filed on 10/07/1998, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of February
one thousand nine hundred and
ninety-nine.*



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