

F99000000/471



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 161632 7148574

AUTHORIZATION : Patricia K. [signature]

COST LIMIT : \$ 70.00

ORDER DATE : March 9, 1999

ORDER TIME : 9:37 AM

ORDER NO. : 161632-005

CUSTOMER NO: 7148574

CUSTOMER: Mr. Mel Casher
Mr. Mel Casher
5757 Cedar Pine Drive
Orlando, FL 32819

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: CYPRESS HILL CORP.

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

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DIVISION OF CORPORATIONS
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803/18

**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. CYPRESS HILL CORP.
(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. 01/28/99
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 5757 Cedar Pine Dr.
Orlando, FL. 32819
(Current mailing address)
8. Construction & Investments
(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, 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: _____

(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mel Casher

Address: 5757 Cedar Pine Dr.

Orlando, FL 32819

Director: _____

Address: _____

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

President: Mel Casher

Address: 5757 Cedar Pine Dr.

Orlando, FL 32819

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

14. MELVIN CASHER PRESIDENT
(Typed or printed name and capacity of person signing application)

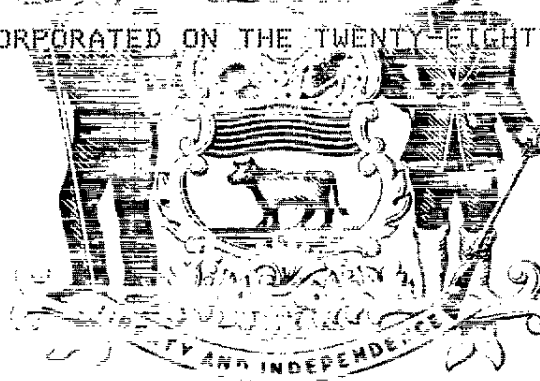
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS HILL CORP." 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 NINTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CYPRESS HILL CORP." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9617110

03-09-99