

99 MAR 30 11:52 AM
DIVISION OF CORPORATION
NOTED TO SERVING YOU!

ONE TOUCH MEDIA INTERNATIONAL, INC.
830 SALE AWAY LANE, SUITE 101
NAPLES, FLORIDA 34108

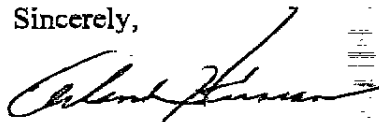
March 26, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ladies/Gentlemen:

One Touch Media International, Inc., a Florida corporation, hereby consents to the use of the name "One Touch Media International, Inc." by One Touch Media International, Inc., a Delaware corporation.

Sincerely,



Arland E. Hirman
President

One Touch Media International, Inc.
(a Florida corporation)

FILED
99 MAR 30 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2242441-1

**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. One Touch Media International, 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 3. 59-3503791
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 15, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Will begin shortly after Certificate of Authority issued.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8924 Lely Island Circle
Naples, FL 34113-2611
(Current mailing address)

8. Any lawful business activity under Delaware law.
(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)

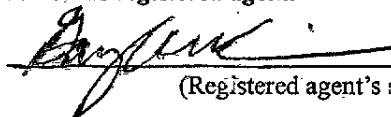
Name: Gary Clay Wiedenbein

Office Address: 8924 Lely Island Circle
Naples, Florida, 34113-2611
(Zip code)

FILED
99 MAR 30 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Arland E. Hirman

Address: 3221 East 4th Street

Duluth, MN 55804

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Arland E. Hirman

Address: 3221 East 4th Street

Duluth, MN 55804

Vice President: Gary Clay Wiedenbein

Address: 8924 Lely Island Circle

Naples, Florida 34113-2611

Secretary: Gary Clay Wiedenbein

Address: 8924 Lely Island Circle

Naples, Florida 34113-2611

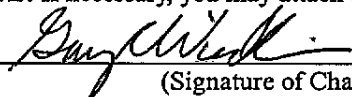
Treasurer: Arland E. Hirman

Address: 3221 East 4th Street

Duluth, MN 55804

FILED
99 MAR 30 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Gary Clay Wiedenbein, Vice President
(Typed or printed name and capacity of person signing application)

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 "ONE TOUCH MEDIA INTERNATIONAL, 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-THIRD DAY OF MARCH, A.D. 1999.

FILED
99 MAR 30 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9645156

DATE:

03-23-99

3015748 8300

991113078