



BRUCE E.
SHEMROCK, ESQ.

ATTORNEY AT LAW

990000002040

TRANSMITTAL LETTER

April 14, 1999

Florida Department of State
Division of Corporations
Qualifications Section
PO Box 6327
Tallahassee, FL 32314

RE: CONSUMERS GROUP, INC.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," 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:

Bruce E. Shemrock, Esq.
2701 E. Oakland Park Blvd, Suite 100
Ft Lauderdale, FL 33311
954.453.3368

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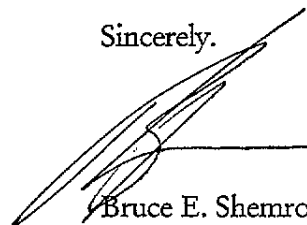
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W99-9180

Please use the address below for all correspondence.

Sincerely,


Bruce E. Shemrock, Esq.

99 APR 20 PM 3:02

FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

mtm
4/20

2701 E. OAKLAND PARK BLVD, SUITE 100 V FT LAUDERDALE, FLORIDA V 33311

PHONE: 954.453.3368 V FAX: 954.453.3193

email: bshemrock@kamtel.net



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

BRUCE E. SHAMROCK, ESQ.
2701 E. OAKLAND PARK BLVD., STE 100
FT LAUDERDALE, FL 33311

SUBJECT: CONSUMERS GROUP, INC.
Ref. Number: W99000009180

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SECRETARY OF STATE
99 APR 20 PM 3:02

We have received your document for CONSUMERS GROUP, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Michael Mays
Document Specialist

Letter Number: 099A00020067

RESOLUTION OF
THE BOARD OF DIRECTORS
CONSUMERS GROUP, INC.

Consumers Group, Inc., (the "Corporation") a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of Consumers Group, Inc. resolutions were duly adopted setting forth a proposed amendment to the name of the Corporation for use within the State of Florida, declaring said amendment to be advisable, and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, in accordance with Florida Statutes section 607.1506(1)(b) that the name of the Corporation for registration with the State of Florida as a foreign corporation authorized to conduct business in the State of Florida, be amended as follows:

THE NAME OF THE CORPORATION FOR SUCH PURPOSES IS
CONSUMERS GROUP INC. OF DELAWARE

SECOND: That thereafter, pursuant to a resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Gordon W. Roepe its authorized officer this nineteenth day of April 1999.


Gordon W. Roepe
Secretary

FILED
SECRETARY OF STATE
1999 APR 20 PM 3:00
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. CONSUMERS GROUP, 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. DE 3. PENDING
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 12, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 19, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1260 E. OAKLAND PARK BLVD
FT. LAUDERDALE, FL 33334
(Current mailing address)

8. Corporation was formed to conduct any legal business purpose
(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: Gordon W. Roepe

Office Address: 1260 E. OAKLAND PARK BLVD

FT LAUDERDALE, Florida, 33334
(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.

Gordon W. Roepe
(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
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
99 APR 20 PM 3:02

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: Gordon W. ROEPE

Address: 1260 E. OAKLAND PARK BLVD
FT. LAUDERDALE, FL 33334

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael MANSUETO

Address: 3020 NW 33 Avenue
Ft. Lauderdale, FL 33311

Vice President: Gordon W. ROEPE

Address: 1260 E. OAKLAND PARK BLVD
Ft. Lauderdale, FL 33334

Secretary: Gordon W. ROEPE

Address: 1260 E. OAKLAND PARK BLVD
Ft. Lauderdale, FL 33334

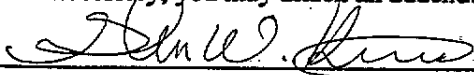
Treasurer: Gordon W. ROEPE

Address: 1260 E. OAKLAND PARK BLVD
Ft. Lauderdale, FL 33334

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

3. 

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

4. Gordon W. ROEPE, Chairman

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSUMERS GROUP, 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 FIRST DAY OF APRIL, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
99 APR 20 PM 3:02



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3016073 8300

991127486

AUTHENTICATION:

9665643

DATE:

04-01-99