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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FOREIGN PROFIT QUALIFICATION

TheGlobalBuyer.Com, Inc.

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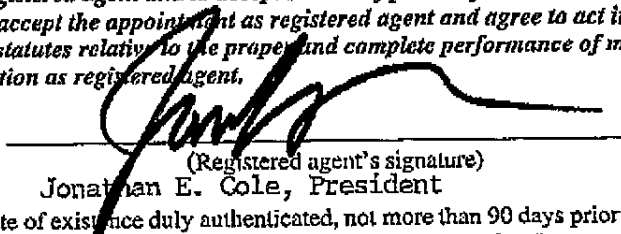
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. TheGlobalBuyer.com, 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. 65-0923534
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 3, 1999 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)
7. 210 Osceola Way
Palm Beach FL 33480
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized in the State of Delaware or any other state, country, territory or nation.
(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: ANGELL CORPORATE SERVICES, INC.
- Office Address: 250 Royal Palm Way, Ste. 300
Palm Beach, Florida, 33480
(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)
Jonathan E. Cole, President

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)
Jonathan E. Cole, FL Bar 335622, Edwards & Angell LLP, 250 Royal Palm Way, Ste. 300 Palm Beach
FL 33480 (561-833-7700) H99000013604 6

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Matthew E. ColeAddress: 210 Osceola Way
Palm Beach FL 33480

Vice Chairman: _____

Address: _____

Director: Arthur MassoloAddress: 573 Longwood Avenue
Glencoe, IL 60022

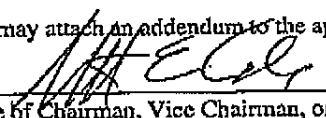
Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Arthur MassoloAddress: 573 Longwood Avenue
Glencoe, IL 60022

Vice President: _____

Address: _____

Secretary: Arthur MassoloAddress: 573 Longwood Avenue
Glencoe, IL 60022Treasurer, CEO & Assistant Secretary Matthew E. ColeAddress: 210 Osceola Way
Palm Beach FL 33480**NOTE:** If neccessary, 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. Matthew E. Cole, Chairman
(Typed or printed name and capacity of person signing application)

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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 "THEGLOBALBUYER.COM, 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 FOURTH DAY OF JUNE, A.D. 1999.

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




Edward J. Freel, Secretary of State

AUTHENTICATION: 9785497
DATE: 06-04-99

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