

F99000002908

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000002830810--1
-06/01/99-01067-017
*****70.00 *****70.00

SUBJECT: PT-1 Holdings II, Inc.
(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:

Beth Perrizo
(Name of Person)
Unisearch, Inc.
(Firm/Company)
1295 Bandana Blvd. N, Suite 300
(Address)
St. Paul, MN 55108
(City, State and Zip Code)

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

Beth Perrizo at (651) 225 - 9500
(Name of Person) Area Code & Daytime Telephone Number

F99-2908

Name	AL 6-7
Address	
City	
State	
Zip	
W	

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
59 JUN -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING REQUEST

May 28, 1999

Secretary of State of Florida



Type of Filing:	Qualification
Subject(s):	PT-1 Holdings II, Inc.
Form(s) Enclosed:	Application by Foreign Corporation for Authorization Transmittal Letter
Supporting Document(s):	Certificate of Good Standing
Check Enclosed:	Check #2593 for \$70.00
Return Via:	Priority Mail - Envelope Enclosed
Filing Method:	Expedite

PLEASE RETURN TO: Unisearch, Inc.
1295 Bandana Blvd. N, Suite 300
St. Paul, MN 55108

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please call me at 1-800-227-1256 if there are any questions.

Thank you!
Beth Perrizo

**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. PT-1 Holdings II, 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
(State or country under the law of which it is incorporated)
3. 52-2117999
(FEI number, if applicable)
4. 5-28-98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 30-50 Whitestone Expressway
Flushing, NY 11354
(Current mailing address)
8. Holding Company
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

Beth Ray

(Registered agent's signature) Asst. Secretary

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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TALLAHASSEE, FLORIDA

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: SEE ATTACHED ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED ADDENDUM

Address: _____

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

14. DOUGLAS BAILEY, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
ALL AM STS. FILING

FILED

PT-1 Holdings II, Inc.

Officers and Directors

President/Director

Samer Tawfik

30-50 Whitestone Expressway
Flushing, NY 11354

Secretary/Director

Douglas Barley

30-50 Whitestone Expressway
Flushing, NY 11354

Director

John Klusaritz

30-50 Whitestone Expressway
Flushing, NY 11354

FILED

99 JUN -1 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

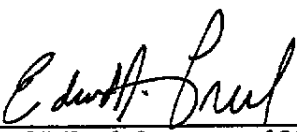
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PT-1 HOLDINGS II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PT-1 HOLDINGS II, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9771588

DATE: 05-27-99