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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 4, 1999

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002898001--8
-06/08/99-01042-005
*****78.75 *****78.75

RE: RETAIL MANAGEMENT AND ACQUISITION GROUP, Inc.

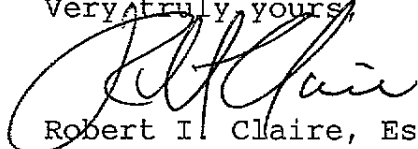
Dear Sir/Madam:

Enclosed is an original and one (1) copy of Application by
Foreign Corporation for Authorization to Transaction Business in
Florida for the above referenced corporation.

Also enclosed is check in the amount of \$78.75 for filing fees.
Your expediency in returning the filed Application is
appreciated.

Should you have any questions, please do not hesitate to call our
office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -8 AM 8:27

mt
6/10

**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. RETAIL MANAGEMENT AND ACQUISITION 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. GOVERNMENT OF PUERTO RICO

(State or country under the law of which it is incorporated)

3. 66-0561424

(FEI number, if applicable)

4. 9/17/98

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/99

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1801 CLINT MOORE ROAD SUITE 202

BOCA RATON, FLORIDA 33487

(Current mailing address)

8. MANAGE, CONTROL AND RUN DIFFERENT CORPORATIONS

(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 ROBERT I. CLARE, ESQ.

Office Address: 1201 Hays Street 7280 W. PALMETTO PARK #106

BOCA RATON
Tallahassee

, Florida,

33433

(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: [Signature]

(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: ELLEN GODUR

Address: 1801 CLINT MOORE ROAD SUITE 202
BOCA RATON, FLORIDA 33487

Vice Chairman: _____

Address: _____

Director: ERNESTO MELENDEZ

Address: 272-B PINERO AVENUE, UNIVERSITY GARDENS
SAN JUAN, PUERTO RICO, 00906-6201

Director: _____

Address: _____

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

President: JAIME GODUR

Address: 1801 CLINT MOORE ROAD SUITE 202
BOCA RATON, FLORIDA 33487

Vice President: ELLEN GODUR

Address: 1801 CLINT MOORE ROAD SUITE 202
BOCA RATON, FLORIDA 33487

Secretary: ERNESTO MELENDEZ

Address: 272-B PINERO AVENUE, UNIVERSITY GARDENS
SAN JUAN, PUERTO RICO 00906-6201

Treasurer: ELLEN GODUR

Address: 1801 CLINT MOORE ROAD SUITE 202
BOCA RATON, FLORIDA 33487

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

13. Ellen Godur, CHAIRMAN
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. ELLEN GODUR, CHAIRMAN
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN - 8 AM 8:28



**GOBIERNO DE PUERTO RICO
DEPARTAMENTO DE ESTADO
SAN JUAN, PUERTO RICO**

Yo, **RAQUEL I. MERCADO VELAZQUEZ**, Directora, Registro de Corporaciones y Marcas del Departamento de Estado del Gobierno de Puerto Rico,

CERTIFICO: Que **"RETAIL MANAGEMENT AND ACQUISITION GROUP, INC."**, registro **104,823**, es una corporación con fines de lucro organizada bajo las leyes de Puerto Rico el **17 de septiembre de 1998** las **2:09 p.m..**

FILED
SECRETARY OF STATE
99 JUN -8 AM 8:28

EN TESTIMONIO DE LO CUAL, firmo la presente y estampo en ella el Gran Sello del Estado Libre Asociado de Puerto Rico, en la Ciudad de San Juan, hoy veinte de abril de 1999.


Raquel I. Mercado Velázquez
Directora
Registro de Corporaciones y Marcas

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