

F99000003042

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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FOREIGN PROFIT QUALIFICATION

VENTURE DIRECT WORLDWIDE, INC.

Name Availability	MJH
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Certificate of Status	1
Certified Copy	0
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May 24, 1999

BUSINESS FILINGS

SUBJECT: VENTURE DIRECT WORLDWIDE, INC.
REF: W99000012014

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's name, address, phone number and fax audit number in the lower left hand corner of the first page of the document, not the cover sheet.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

JUN-14-98 11:47 FROM-BUSINESS SERVICES

T-746 P.02/06 F-908

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) 487-6025.

Cathy Mitchell
Corporate Specialist

FAX Aud. #: H99000012356
Letter Number: 099A00028432

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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. Name of Corporation: VENTURE DIRECT WORLDWIDE, INC.
2. State or Country under the law of which it is incorporated: NY
3. FEI number, if applicable. 11-2697704
4. Date of Incorporation: 8/7/1984
5. Duration: Year corp. will cease to exist or "perpetual": perpetual
6. Date first transacted business in Florida: 9/1/1998
7. Current mailing address: 60 Madison Avenue, New York, NY 10010
8. Purpose of corporation authorized in home state or country to be carried out in the state of Florida:
Consulting services
9. Name and street address of Florida registered agent:

Name: Kerry Jacobson

Office address: 4360 Northlake Blvd., Suite 209, Palm Beach Gardens, FL 33410

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.

Kerry Jacobson
(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.

Richard Oster
214 N. Henry St., Suite 201
Madison, WI 53703
(800)981-7183

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard Baumer
Address: 60 Madison Ave., New York, NY 10010

Vice Chairman:
Address:

Director: Daniel Blumenstein
Address: 60 Madison Ave., New York, NY 10010

Director:
Address:

B. OFFICERS

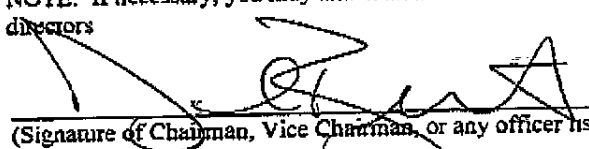
President: Richard Baumer
Address: 60 Madison Ave., New York, NY 10010

Vice President: Daniel Blumenstein
Address: 60 Madison Ave., New York, NY 10010

Secretary:
Address:

Treasurer:
Address:

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

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
13. DANIEL BLUMENSTEIN, Chief Operating Officer
(Typed or printed name and capacity of person signing application)

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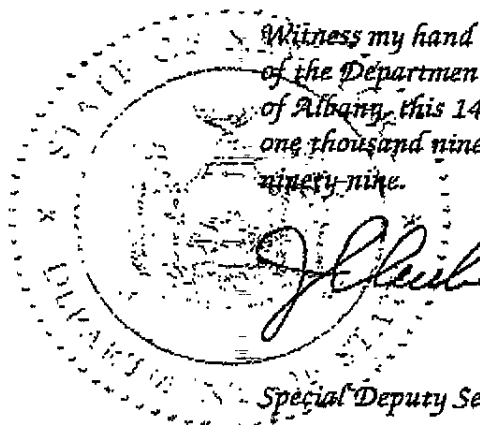
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of VENTURE DIRECT WORLDWIDE, INC. was filed on 08/07/1984, under the name of VENTURE COMMUNICATIONS INTERNATIONAL INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment VENTURE COMMUNICATIONS INTERNATIONAL INC., changing name to VENTURE DIRECT WORLDWIDE, INC., was filed 02/12/1998.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of May
one thousand nine hundred and
ninety nine.



[Signature]
Special Deputy Secretary of State

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