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HERMAN MOSKOWITZ, C.P.A., P.A.

CERTIFIED PUBLIC ACCOUNTANT

450 NORTH PARK ROAD
SUITE 410
HOLLYWOOD, FL 33021
TEL 954: 983-6500
FAX 954: 983-6155

June 14, 1999

Sent Via Certified Mail and Return
Receipt Requested Z 195 577 971
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: FTS Associates, Inc., FEIN: 65-0726601
Date First Transacted Business in FL: February 1, 1997

Dear Sir or Madam:

Pursuant to Section 607.1503 of the Florida Statutes, enclosed please find the following to authorize FTS Associates, Inc. to transact business in Florida:

- 1) Completed and signed "Application by Foreign Corporation for Authorization to Transact Business in Florida";
- 2) An original certificate of existence dated June 2, 1999 duly authenticated by the Secretary of State of Delaware;
- 3) Check made payable to the Florida Department of State in the amount of \$2,370.00 to cover the penalty for transacting business in Florida without a certificate of authority (\$2,300.00) and a registration fee (\$70.00);
- 4) Completed "Transmittal Letter" designating the address where to send correspondence and telephone number of whom to contact.

We hope the above complies with our request. If you should have any questions, please don't hesitate to call us.

Sincerely,



Herman Moskowitz
Certified Public Accountant

Enclosures (4)

cc: Messrs. Michael Nyman and Jacques Strachman, Directors and Officers
FTS Associates, Inc.

Name	700002924757--7
Availability	-07/07/99--01034--001
Document Examiner	MJH
Updater	
Updater Verifier	
Acknowledgement	
vt. P. Verifier	

***2370.00 ***2370.00

FF \$ 2000.00
ARs \$ 300.00
FF \$ 70.00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FTS ASSOCIATES, 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

JACQUES STRACHMAN, SECRETARY/TREASURER

(Name of Person)

FTS ASSOCIATES, INC.

(Firm/Company)

200 EAST LAS OLAS BLVD. #1480

(Address)

FORT LAUDERDALE, FL 33301

(City/State/Zip)

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

HERMAN MOSKOWITZ, C.P.A.

(Name of Person)

at 954-983-6500

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. FTS ASSOCIATES, 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. 65-0726601

(FEI number, if applicable)

4. 12/11/96

(Date of incorporation)

5. "PERPETUAL"

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

6. 02/01/97

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

7. FTS ASSOCIATES, INC.

200 EAST LAS OLAS BLVD. #1480

(Current mailing address)

8. FORT LAUDERDALE, FL 33301

(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)

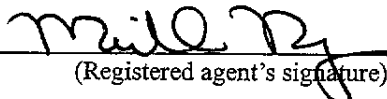
Name: MICHAEL NYMAN, PRES/DIRECTOR

Office Address: 200 EAST LAS OLAS BLVD. #1480

FORT LAUDERDALE, FL , Florida, 33301
(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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MICHAEL NYMAN

Address: 200 EAST LAS OLAS BLVD. # 1480

FORT LAUDERDALE, FL 33301

Director: JACQUES STRACHMAN

Address: 200 EAST LAS OLAS BLVD. # 1480

FORT LAUDERDALE, FL 33301

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

President: MICHAEL NYMAN

Address: 200 EAST LAS OLAS BLVD. #1480

FORT LAUDERDALE, FL 33301

Vice President: _____

Address: _____

Secretary: JACQUES STRACHMAN

Address: 200 EAST LAS OLAS BLVD. #1480

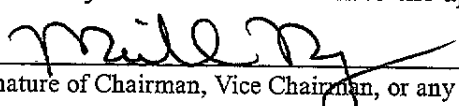
FORT LAUDERDALE, FL 33301

Treasurer: JACQUES STRACHMAN

Address: 200 EAST LAS OLAS BLVD. #1480

FORT LAUDERDALE, FL 33301

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

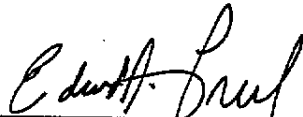
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL NYMAN, PRESIDENT/DIRECTOR
(Typed or printed name and capacity of person signing application)

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 "FTS ASSOCIATES, 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 SECOND DAY OF JUNE, A.D. 1999.





Edward J. Freel, Secretary of State

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991210822

AUTHENTICATION:

9780042

DATE:

06-02-99