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CSC

**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 313273 4804827

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70

ORDER DATE : July 20, 1999

ORDER TIME : 9:44 AM

ORDER NO. : 313273-005

500002937425--8

CUSTOMER NO: 4804827

CUSTOMER: Ms. Carol Prushan
Squadron Ellenoff Plesent &
551 Fifth Avenue

New York, NY 10176

FOREIGN FILINGS

NAME: STOCKTALKLIVE.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

TALLAHASSEE FLORIDA
SECRETARY OF STATE

99 JUL 21 PM 12:16

FILED

TALLAHASSEE FLORIDA
SECRETARY OF STATE

99 JUL 21 PM 12:16

FILED

187/21

RECEIVED
99 JUL 21 PM 10:42

**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. STOCKTALKLIVE.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. 11-3484010
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/25/99 5. Perpetual
(Date of incorporation) (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. P.O. Box 460063
Ft. Lauderdale, FL 33346
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be qualified under the Florida Business Corporation Act.
(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: Corporation Service Company
Office Address: 1201 Hays Street
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.

Vicki Schenk Asst. V.P.
(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: Eric J. Barash

Address: 7958 Exeter Boulevard West

Tamarac, FL 33321

Director: _____

Address: _____

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

President: Eric J. Barash

Address: 7958 Exeter Boulevard West

Tamarac, FL 33321

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Eric J. Barash

Address: 7958 Exeter Boulevard West

Tamarac, FL 33321

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

13.  President & COO

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

14. Eric J. Barash, President & Chief Operating Officer

(Typed or printed name and capacity of person signing application)

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STATE
TALLAHASSEE FLORIDA

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

ADDENDUM

B. OFFICERS

President & Chief Operating Officer: Eric J. Barash
Address: 7958 Exeter Boulevard West
Tamarac, FL 33321

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STOCKTALKLIVE.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 TWENTIETH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STOCKTALKLIVE.COM, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3021697 8300

DATE:

9874773

991297565

07-20-99

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99 JUL 21 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA