



THE UNITED STATES
CORPORATION
COMPANY

99000003887

ACCOUNT NO. : 072100000032

REFERENCE : 318904 7139083

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : July 26, 1999

ORDER TIME : 9:08 AM

ORDER NO. : 318904-005

100002944731--4

CUSTOMER NO: 7139083

CUSTOMER: Ms. Vivian M. Williams
Larrea & Ortega
Suite 111
2300 Coral Way
Miami, FL 33145

FOREIGN FILINGS

NAME: M.C.P. AMERICA CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

✓ 7/29
FILED

99 JUL 29 AM 10:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

99 JUL 29 AM 9:51

DEPT. OF REVENUE
TALLAHASSEE FLORIDA

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACTION BUSINESS IN THE STATE OF FLORIDA.*

FIRST, the name of the corporation is M.C.P. AMERICA CORP.

SECOND, the corporation is incorporated in the state of Delaware.

THIRD, the corporation's Federal Employee Identification number is
65-0932424

FOURTH, this corporation was incorporated on June 28, 1999.

FIFTH, this corporation's existence is perpetual.

SIXTH, the corporation first transacted business in Florida on July 23, 1999.

SEVENTH, the corporation's current mailing address is:

**8353 N.W. 54th Street
Miami, Florida 33166**

EIGHTH, the purpose of the corporation is to engage in any and all lawful acts or
activities for which Corporations may be organized under the General
Corporation Law of the State of Delaware.

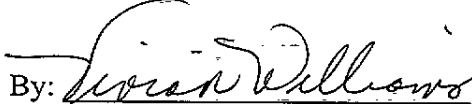
NINTH, the name and street address of the Florida registered agent is:

**DADE CORPORATE SERVICES, INC.
2300 Coral Way, Suite 103
Miami, FL 33145**

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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.

Dade Corporate Services, Inc.

By: 
Print Name: VIVIAN WILLIAMS
Title: President

TENTH, 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.

ELEVENTH, the names and addresses of officers and/or directors are:

DIRECTORS

Mr. Michel Cloud
8353 N.W. 54th Street
Miami, Florida 33166

OFFICERS

President, Secretary and
Treasurer

Mr. Michel Cloud
8353 N.W. 54th Street
Miami, Florida 33166

Vice-President

Ms. Karine Cloud
8353 N.W. 54th Street
Miami, Florida 33166

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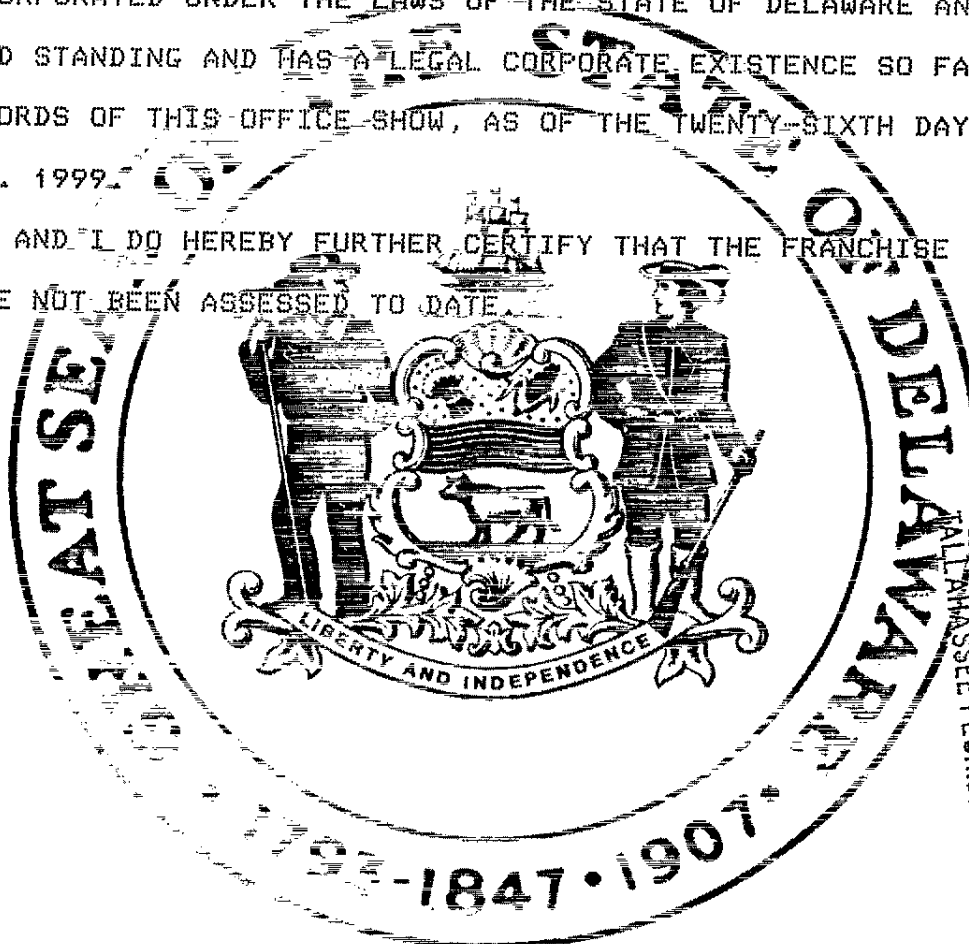
By: 
Mr. Michel Cloud, Director

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 "M.C.P. AMERICA CORP." 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-SIXTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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99 JUL 29 AM 10:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3063856 8300

DATE:

9884592

991305541

07-26-99