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July 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


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-07/26/99-01103-001
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed an application by Group IV Media, Inc. as a foreign corporation requesting the right to transact business in the State of Florida. Enclosed, please also find a Certificate of Good Standing from the Delaware Secretary of State's office, as well as a check made out to the Department of State in the amount of \$70.00.

If you should have any questions, please call my office at 813-831-5688. Please send all correspondence related to this matter to: George R. James, 4230 S. MacDill Ave., Suite K, Tampa, FL 33611.

Thank you


George R. James, Esq.

Enclosure
GRJ/tim

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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[AL1]

**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. Group IV Media, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. March 29, 1999

(Date of Incorporation)

4. Perpetual

(Duration)

5. 59-3573753

(Federal Employer Identification number, if applicable)

6. July 1999

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

7. 1201 S. Orlando Ave, Orlando, FL 32790-8181

(Current mailing address)

8. Internet Commerce

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman:

Luc Burkhardt

Address:

1201 S. Orlando Ave.

Orlando, Florida 32790-8181

Vice Chairman:

Address:

Director:

Address:

George R. James

4230 S. MacDill Ave, Suite K

Tampa, Florida 33611

Director:

Address:

James "Jay" Wells Ottaway

125 East 83rd Street, Suite 10

New York, NY 10028

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B. Officers:

President: Luc Burkhardt
Address: 1201 S. Orlando Ave.
Orlando, Florida 32790-8181

Vice President/ Planning: George R. James
Address: 4230 S. MacDill Ave. Suite K
Tampa, FL 33611

Vice President Technology: James "Jay" Wells Ottaway
~~Secretary~~
Address: 125 East 83rd Street, Suite 10
New York, NY 10028

Secretary/Treasurer: George R. James
Address: 4230 S. MacDill Ave. Suite K
Tampa, FL 33611

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: George R. James
Office Address: 4230 S. MacDill Ave. Suite K
Tampa, Florida 33611
Zip Code

11. 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: George R. James

12. 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.

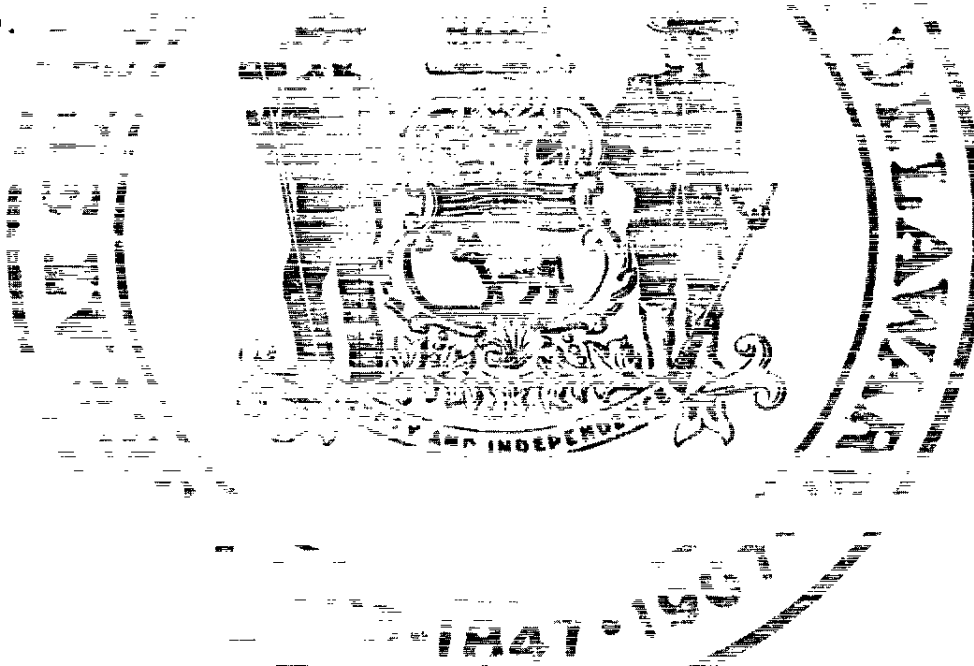
13. George R. James
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. George R. James, Vice President, Strategic Planning
(Name and capacity of person signing application)

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 "GROUP IV MEDIA, 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 SIXTH DAY OF JULY, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 2:45



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3015894 8300

DATE: 9848394

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07-06-99