



THE UNITED STATES CORPORATION
COMPANY

990000003979

ACCOUNT NO. : 072100000032

REFERENCE : 322080 4302355

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 1999

ORDER TIME : 12:47 PM

ORDER NO. : 322080-005

CUSTOMER NO: 4302355

100002949441--5

CUSTOMER: Mr. Ralph D. Mosley, Jr.
Tenzer Greenblatt, L.l.p.
15th Floor
405 Lexington Avenue
New York, NY 10174

FOREIGN FILINGS

NAME: BEFIRST.COM

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 AUG -3 PM 2:52

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

99 AUG -3 PM 1:46

RECEIVED
W/8/3

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. BEFIRST.COM CORPORATION
(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. Nevada
(State or country under the law of which it is incorporated)

3. 88-0348835
(FEI number, if applicable)

4. 10/25/95
(Date of Incorporation)

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

6. Upon date of qualification
(Date first transacted business in Florida, (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 121 West 27th Street, 9th Floor
New York, NY 10001
(Current mailing address)

8. Internet business services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Craig Pisaria-Menderson

Office Address: 12951 Metro Parkway, Suite 6
Fort Myers, Florida, 33912
(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.

By: Craig Pisaria-Menderson
(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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Robert Brahm, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

BEFIRST.COM CORPORATION

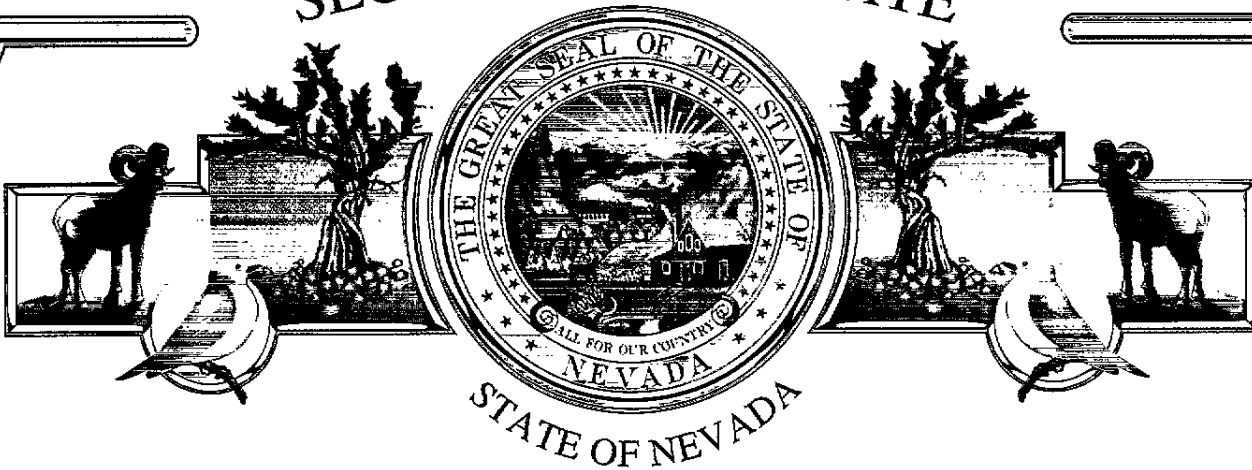
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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12. A & B Names and addresses of Directors and Officers:

NAME	ADDRESS	TITLE
Courtney Jones	121 West 27th Street 9th Floor New York, NY 10001	Chairman of the Board and Director
Craig Pisaris- Henderson	121 West 27th Street 9th Floor New York, NY 10001	President, Chief Technology Officer, Secretary and Director
Robert Brahms	121 West 27th Street 9th Floor New York, NY 10001	Chief Executive Officer, Treasurer and Director

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TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BEFIRST.COM** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 25, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on July 30, 1999.



Dean Heller
Secretary of State

By *S. J. Zark*
Certification Clerk

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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