REFERENCE : 337118

5012985

AUTHORIZATION

ORDER DATE: August 10, 1999 =

ORDER TIME : 2:07 PM

ORDER NO. : 337118-005

800002957538--0

CUSTOMER NO: 5012985

CUSTOMER: Toni Srour, Legal Assistant

Snow Becker Krauss P.c. 605 Third Avenue

New York, NY 10158

FOREIGN FILINGS

NAME: ICASHCOW, INC. -

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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.

I,		nCow, Inc.								
	words or abbro		RATED", "COMPANY", "CORPORATION" or carly indicate that it is a corporation instead of a at present.)							
2,	Delaw	vare	3. To be applied for.							
	(State or count	try under the law of which it is incorporated,) (FEI number, if applicable)							
4.	Ju1y	1, 1999_ 5.	Perpetual							
	(D	Pate of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")							
6.	Company	has not transacted business	as of this date.							
7.	CTIONS 607.1501, 607.1502 and 817.155, F.S.)									
•	Boca Rat	Boca Raton, Florida 33487								
		(Current mailing	address)							
8.		in any lawful act or activity ne General Corporation Law of	for which corporations may be organized the State of Delaware.							
	(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)									
9.	Name and s	treet address of Florida registered ag	ent: (P.O. Box or Mail Drop Box NOT acceptable)							
	Name:	Corporation Service Cor	mpany Sid R							
Oi	Tice Address:	Corporation Service Company 1201 Hays Street								
		Tallahassee	Florida, 32301 (Zip code)							
10	. Registered	l 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: Vichi Jahreba ant V-1.

(Registered agent's signature)

Vicki Schreiber, Asst. V. P.

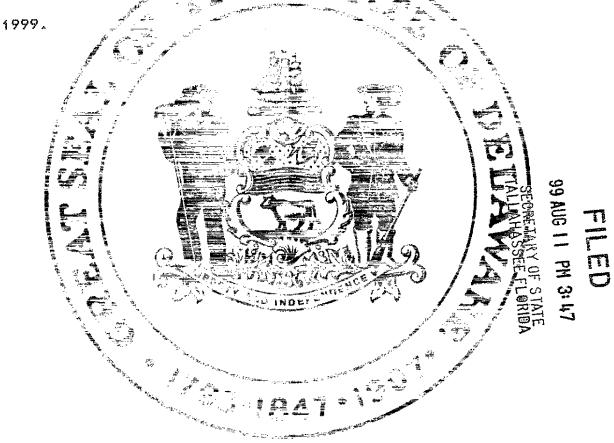
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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T -		Signature	of Cha	irman, Vice Chai	rman, or an	y officer	listed in n	mber	12 of the applic	ation)
Jam	ies Dá	vis \		(Typed or printe	d name and	canacity	of person	sionir	ng application)	

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "ICASHCOW, 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 TENTH DAY OF AUGUST, A.D.





Edward J. Freel, Secretary of State

AUTHENTICATION:

9914384

DATE:

08-10-99

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991332346