

F 99 000000 4482
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 2833247 CANADA INC.
(Name of corporation - must include suffix)

900002970529--1
-08/26/99-01018-003
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

FERNAND LAMOTHE
(Name of Person)
FERNAND LAMOTHE INC.
(Firm/Company)
721 S. E. 17th Street Suite 200
(Address)
FORT LAUDERDALE, FL. 33316
(City/State/Zip)

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SERIALS
DIVISION
CORPORATIONS

Should you need to call someone concerning this matter, please call:

FERNAND LAMOTHE at (954) 768-9548
(Name of Person) (Area Code & Daytime Telephone Number)

mtb

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. 2833247 CANADA 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. CANADA (State or country under the law of which it is incorporated)
3. (FEI number, if applicable)

4. JUN 30 1992 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. WHEN IT WILL BE REGISTERED IN FLORIDA (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 721 S. E. 17th Street suite 200
Fort Lauderdale, Fl. 33316 (Current mailing address)

8. PUBLISHER OF DRIVER EDUCATION & TRAFFIC SAFETY MATERIALS (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: FERNAND LAMOTHE INC

Office Address: 721 S. E. 17th Street Ste 200
Fort Lauderdale, Florida, 33316 (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.

[Handwritten signature of Fernand Lamothe]
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: RICHARD VEZINA

Address: 711 Des Pinsons

Longueuil, Qc. Canada J4G 2L3

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. _____

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

14. RICHARD VEZINA

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

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CERTIFICAT D'ATTESTATION

*Loi sur la publicité légale des entreprises individuelles,
des sociétés et des personnes morales
(L.R.Q., chap. P-45, art. 81)*

J'atteste que

2833247 CANADA INC.

- Est immatriculée depuis le 24 mars 1995.
- N'est pas en défaut de déposer une déclaration annuelle.
- N'est pas en défaut de se conformer à une demande qui lui a été faite en vertu de l'article 38.
- N'est pas en voie de dissolution.

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SOCIÉTÉ ANONYME
ENREGISTRÉE
SANS

Le 20 juillet 1999

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Inspecteur général des institutions financières

CERTIFICATE OF ATTESTATION

*An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons
(R.S.Q., c. P-45, s. 81)*

I attest that

2833247 CANADA INC.

- Is registered since March 24th 1995.
- Has not failed to file an annual declaration.
- Has not failed to comply with a request made under section 38.
- Is not in the process of dissolving.

July 20th 1999

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SECRETARIAT DU QUÉBEC
DIVISION DE LA REGISTRATION



Industry Canada Industrie Canada

Canada Business
Corporations Act

Loi canadienne sur
les sociétés par actions

CERTIFICATE OF COMPLIANCE
S.S. 263(2)

CERTIFICAT DE CONFORMITÉ
S.S. 263(2)

2833247 CANADA INC.

283324-7

Name of corporation-Dénomination de la société

Number - Numéro

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the Canada Business Corporations Act and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns and Financial Statements.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la Loi canadienne sur les sociétés par actions et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels et les états financiers dont l'envoi est requis.

Deputy Director - Directeur adjoint

July 19, 1999 / le 19 juillet 1999

Date

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RECEIVED
CORPORATION
REGISTRATION
DIVISION