79000004994 103 N. MERIDIAN STI TALLAHASSEE, FL 3 222-1173

FILING COVER SHEET ACCT. #FCA-14

| CONTACT:  DATE:  REF. #:  | CINDY HICKS 9/28/99 0150_8424                                 | 80000299<br>-09/28/99-<br>******70.0   | 1 <b>91181</b><br>01044006<br>00 *****70.00 |
|---|---|--|---|
| CORP. NAME:   | Medicus Media Co  | on, ur   | ្ន  |
| ( ) ARTICLES OF INCORPORAT ( ) ANNUAL REPORT ( ) CERT. OF AUTHORITY ( ) REINSTATEMENT ( ) CERTIFICATE OF CANCELL ( ) OTHER: | ( ) TRADEMARK/SERVICE MARK ( ) LIMITED PARTNERSHIP ( ) MERGER | ( ) ARTICLES OF DISSO<br>( ) FICTITIOUS NAME<br>( ) LIMITED LIABILITY<br>( ) WITHDRAWAL<br>( ) UCC-3 | SEP SEPT                                    |
| STATE FEES PREPAI<br>AUTHORIZATION FO   | D WITH CHECK# 5959  OR ACCOUNT IF TO BE DEBIT                 |  | PSP28 MIL28                                 |
| PLEASE RETURN:  | 1 (1)0 (1)  | ATUS PLAIN STAI  | уред СОРУ                                   |
| Evaminer's Initials   |   | •<br>  | 3:  |

Registered Agent's Signature

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida: 1. MEDICUS MEDIA.COM, INC. (Name of Corporation adding 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.) 65-0763839 DELAWARE (F.E.I Number, if applicable) (State or Country under the law of which is incorporated) 5. PERPETUAL JULY 22, 1999 (Duration: Year corporation will cease to exist or "Perpeti (Date of Incorporation) 6. UPON FILING (Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.) 7. P.O. DRAWER 562470, MIAMI, FLORIDA 33256 (Current Mailing Address; please include city, state & zip code) ANY LAWFUL BUSINESS (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: Name: EFRAIN ARROYAVE, M.D. Office Address: 444 BRICKELL AVENUE, SUITE 1050 , FLORIDA (Zip Code) **MIAMI** 10. REGISTERED AGENT'S ACCEPTANCE: Having been named as the 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. Date: September 77, 1999

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

DIVERSE OR 28 PM 2: 42

| z. MANIE OF DIKI | ECTORS and/or OFFICERS:         | 2000        |
|------------------|---------------------------------|-------------|
| . DIRECTORS:     |                                 | 28 PH 2: W2 |
| Director:        | EFRAIN ARROYAVE                 | 23          |
| Address:         | 444 BRICKELL AVENUE, SUITE 1050 | PM 2: 112   |
|                  | MIAMI, FLORIDA 33131            |             |
| Director:        | THOMAS P. STAFFORD              |             |
| Address:         | 444 BRICKELL AVENUE, SUITE 1050 | ,           |
|                  | MIAMI, FLORIDA 33131            |             |
| . OFFICERS:      |                                 |             |
| resident:        | EFRAIN ARROYAVE, M.D.           |             |
| Address:         | 6770 S.W. 124 STREET            |             |
|                  | MIAMI, FLORIDA 33156            | - 4         |
| ice President:   | J. GUILHERME PINHIERO           |             |
| ddress:          | 3750 LEAFY WAY                  |             |
|                  | COCONUT GROVE, FLORIDA 33133    |             |
| ecretary:        | J. GUILHERME PINHIERO           |             |
| Address:         | 3750 LEAFY WAY                  |             |
|                  | COCONUT GROVE, FLORIDA 33133    |             |
| reasurer:        | EFRAIN ARROYAVE, M.D.           |             |
|                  | CHEC CITY 444 CONTINUE          |             |
| Address:         | 6770 S.W. 124 STREET            |             |

(Print or type Name and Title of person signing this application)

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDICUS MEDIA.COM, 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1999.

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

3072972 8300 991394931



9981704 109-21-99

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: