



F99000005588

ACCOUNT NO. : 072100000032

REFERENCE : 440240 5096349

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyt

ORDER DATE : October 28, 1999

ORDER TIME : 9:29 AM

ORDER NO. : 440240-005

CUSTOMER NO: 5096349

400003028984--3-

CUSTOMER: Mr. Victor Laterra
The-latvic-corporation
P.o. Box 651

Southampton, NY 11969

FOREIGN FILINGS

NAME: THE COMPASS ENTERTAINMENT
GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
CLERK OF STATE
DEPARTMENT OF CORPORATIONS
99 OCT 29 PM 12:54

RECEIVED
99 OCT 29 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/1
10/29/99

**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. THE COMPASS ENTERTAINMENT GROUP, 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. DELAWARE 3. Applied For (pending)
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 24, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4200 N. Federal Highway
Ft. Lauderdale, FL 33308
(Current mailing address)
- Any Legal Purpose
8. _____
(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: LOUIS J. TERMINELLO
- Office Address: 2700 SW 37 AVENUE
MIAMI, Florida, 33133
(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.

LOUIS J. TERMINELLO

By: _____

(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)

99 OCT 29 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: VICTOR J. LATERRA

Address: 4200 NORTH FEDERAL HIGHWAY

FT. LAUDERDALE, FL 33308

Director: _____

Address: _____

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

President: VICTOR J. LATERRA

Address: 4200 NORTH FEDERAL HIGHWAY

FT. LAUDERDALE, FL 33308

Vice President: MICHAEL MCGEE

Address: 901-16THE STREET, APT. 3

MIAMI, FL

Secretary: VICTOR J. LATERRA

Address: FT. LAUDERDALE, FL 33308

FT. LAUDERDALE, FL 33308

Treasurer: VICTOR J. LATERRA

Address: 4200 NORTH FEDERAL HIGHWAY

FT. LAUDERDALE, FL 33308

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

13. Victor J. Laterra

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

14. VICTOR J. LATERRA

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

FILED
CLERK OF SUPERIOR COURT
99 OCT 29 PM 12:54
UNION COUNTY, ILLINOIS

One Director Only

State of Delaware

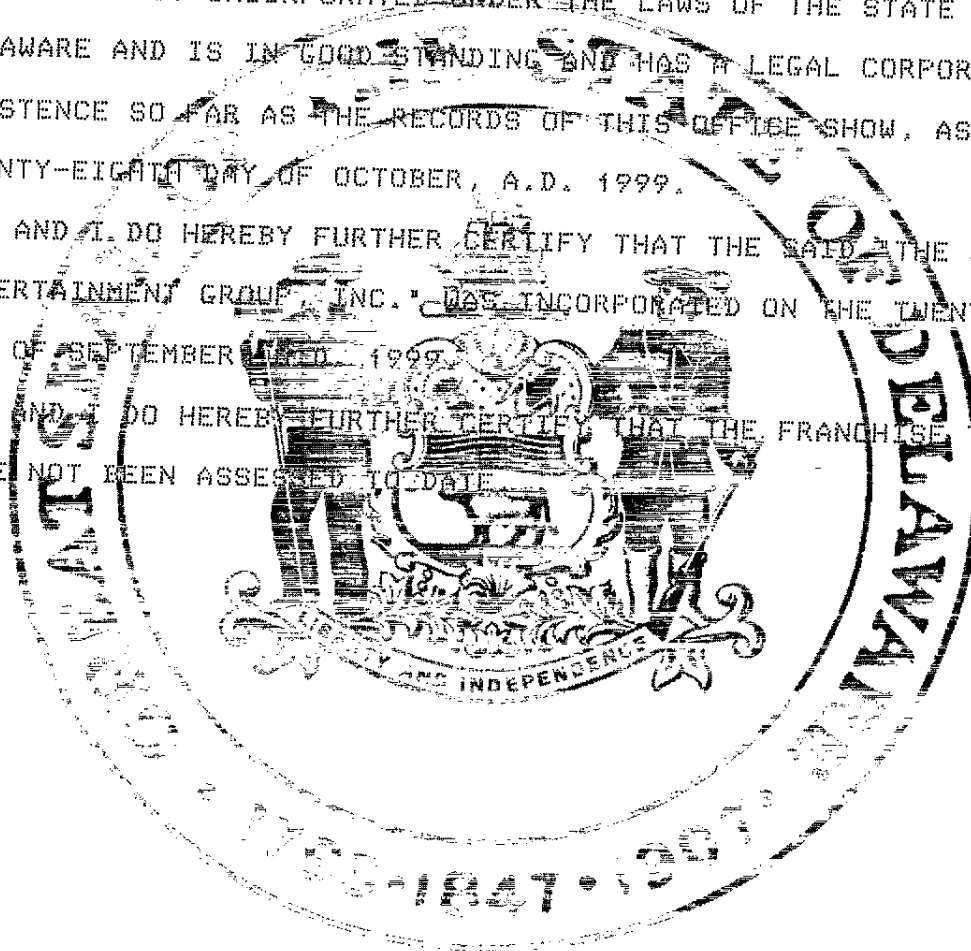
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE COMPASS ENTERTAINMENT GROUP 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-EIGHTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE COMPASS ENTERTAINMENT GROUP INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF SEPTEMBER 1999.

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



FILED
OFFICE OF THE SECRETARY OF STATE
99 OCT 29 PM 12:54



Edward J. Freel

Edward J. Freel, Secretary of State

3100984 8300

991457229

AUTHENTICATION:

DATE:

0050562

10-28-99