



THE UNITED STATES
CORPORATION
COMPANY

F99000005966

ACCOUNT NO. : 072100000032

REFERENCE : 455705 7194031

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : November 2, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 455705-130

700003047167--9

CUSTOMER NO: 7194031

CUSTOMER: Mr. Peter Beresford
Nicecatch.com
6502 Nw 66 Way

Parkland, FL 33067

FOREIGN FILINGS

NAME: NICECATCH.COM, 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: Janine Lazzarini

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 17 PM 3:39

RECEIVED
99 NOV 17 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B/K 11/17/99

**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.

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1. NICECATCH.COM, 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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. October 12, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o NICECATCH.COM, INC., 6502 NORTHWEST 66TH WAY

PARKLAND, FL 33067

(Current mailing address)

ECOMMERCE AND PERSONAL SERVICES. To engage in any act or activity for which corporations may be organized.

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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap, Assistant Vice President

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)

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: _____

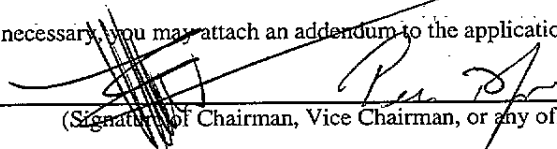
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. PETER BERESFORD, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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OFFICERS RIDER

FL-Application by Foreign Corporation for Authorization

NICECATCH.COM, INC.

List of Officers

Name: PETER BERESFORD **Title:** PRESIDENT
Bus. Addr.: c/o NICECATCH.COM, INC. 6502 NORTHWEST 66TH WAY, PARKLAND, FL 33067

Name: ENE DEEN **Title:** VICE PRESIDENT
Bus. Addr.: c/o NICECATCH.COM, INC. 6502 NORTHWEST 66TH WAY, PARKLAND, FL 33067

Name: ENE DEEN **Title:** SECRETARY
Bus. Addr.: c/o NICECATCH.COM, INC. 6502 NORTHWEST 66TH WAY, PARKLAND, FL 33067

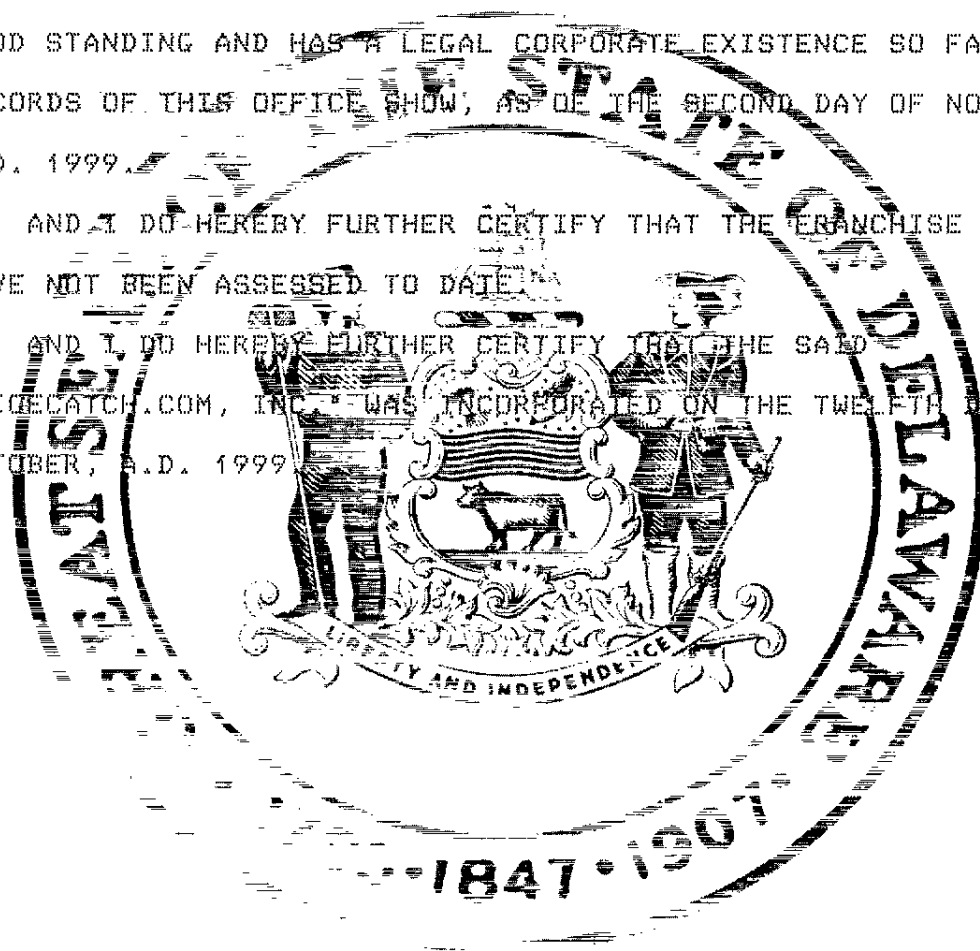
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NICECATCH.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 SECOND DAY OF NOVEMBER A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NICECATCH.COM, INC." WAS INCORPORATED ON THE TWELFTH DAY OF OCTOBER, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 17 PM 3:39



Edward J. Freel

Edward J. Freel, Secretary of State

3109208 8300

AUTHENTICATION:

0059694

991465652

DATE:

11-02-99