



THE UNITED STATES
CORPORATION
COMPANY

F99000005971

ACCOUNT NO. : 072100000032

REFERENCE : 424547 4322134

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : ~~\$ 49.00~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 1:37

ORDER DATE : October 21, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 424547-025

CUSTOMER NO: 4322134

CUSTOMER: Ms. Mary Templeton
Corbin, Silverman &
805 Third Avenue
11th Floor
New York, NY 10022

200003033662--0
-11/18/99--01001--022
*****70.00 *****70.00

BK13

FOREIGN FILINGS

200003033662--0
-11/18/99--01001--023
***1150.00 ***1150.00

NAME: ARISTA MARKETING ASSOCIATES,
INC.

XXXX QUALIFICATION (TYPE: CO)

(7)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
99 NOV -3 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Adm - 1F50
CF 70



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 3, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ARISTA MARKETING ASSOCIATES, INC.
Ref. Number: W99000025402

We have received your document for ARISTA MARKETING ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

Your application stated that ARISTA MARKETING ASSOCIATES, INC. has been transacting business in Florida since July 23, 1998. If this is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 399A00053178

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DIVISION OF CORPORATIONS
99 NOV -3 AM 7:37

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 7:37

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Arista Marketing Associates, Inc.
(Name of corporation - must include suffix)

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:

Robert Hemley

(Name of Person)

(Firm/Company)

Suite 31st Floor, Nelson Cos., 41 Madison Ave.

(Address)

New York, NY 10010

(City/State/Zip)

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

Robert Hemley

(Name of Person)

at (212) 448 6620

(Area Code & Daytime Telephone Number)

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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Arista Marketing Associates, 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. 22-3604353

(FEI number, if applicable)

4. July 23, 1998

(Date of incorporation)

5. Perpetual

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

6. July 23, 1998

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

7. 67 Walnut Avenue

Clark, NJ 07066

(Current mailing address)

Conduct seminars and meetings in connection with contract selling activities. To engage in any act or activity for which corporations may be organized.

8. organized.

(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: [Signature]

(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)

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: _____

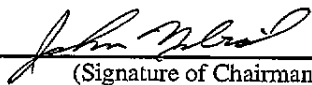
Secretary: _____

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. John Nabial, Vice President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 7:37

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Arista Marketing Associates, Inc.

List of Officers

Name: Wayne K. Nelson **Title:** Chairman
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: Philip J. Curcura **Title:** President
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: Peter Law-Gisiko **Title:** EVP, Secty, Treas.
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: Thomas A. Moore **Title:** Asst. Secty
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: John Nabial **Title:** SVP, Controller
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: Robert Hemley **Title:** Asst. Controller
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

List of Directors

Name: Wayne K. Nelson **Term:** Jul 31, 2000
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

Name: Thomas A. Moore **Term:** Jul 31, 2000
Bus. Addr.: c/o Nelson Communications, Inc. 41 Madison Ave., 31st Floor, New York,
NY 10010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 7:37

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARISTA MARKETING ASSOCIATES, 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 SAID "ARISTA MARKETING ASSOCIATES, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2924513 8300

991464409

AUTHENTICATION:

0058577

DATE:

11-02-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 7:37