



THE UNITED STATES CORPORATION COMPANY

F99000006394

ACCOUNT NO. : 072100000032
REFERENCE : 511373 108724A
AUTHORIZATION :
COST LIMIT : \$ PPD

99 DEC 10 PM 1:20
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 10, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 511373-005

CUSTOMER NO: 108724A

CUSTOMER: Gary A. Forster, Esq
Pohl & Short, P.a.
Suite 410
280 West Canton Avenue
Winter Park, FL 32789

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*****87.50 *****87.50

FOREIGN FILINGS

NAME: SYLAN, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

99 DEC 10 PM 1:20
99 DEC 10 AM 11:23
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 10 PM 1:20
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12/10/99
B/K

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.

FILED IN SECTIONS
STATE OF FLORIDA
99 DEC 10 PM 1:20

1. Sylan, 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. Arizona 3. 95-4771806
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-24-99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 15, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 649 North Third Avenue
Phoenix, AZ 85003
(Current mailing address)

8. Real Estate Development and Investments
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

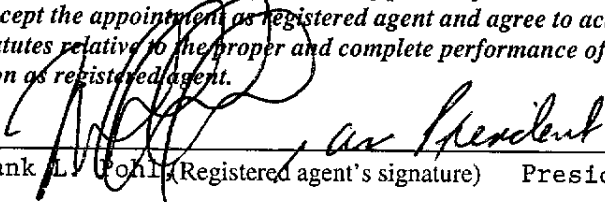
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Pohl & Short, P.A.

Office Address: 280 W. Canton Avenue, #410
Winter Park, Florida, 32789
(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.


Frank L. Pohl (Registered agent's signature) 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Martin Landis

Address: 16210 Bertella Drive, Encino, CA 91436

Director: _____

Address: _____

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11th DISTRICT
CLERK OF SUPERIOR COURTS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Martin Landis

Address: 16210 Bertella Drive, Encino, CA 91436

Vice President: Kim Shore

Address: 16210 Bertella Drive, Encino, CA 91436

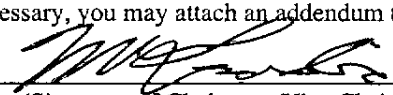
Secretary: _____

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. Martin Landis, President
(Typed or printed name and capacity of person signing application)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

99 DEC 10 PM 1:20

SECRETARIES
CORPORATIONS

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****SYLAN, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on November 24, 1999.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 8th day of December, 1999, A. D.



Executive Secretary

BY: *[Signature]*