



THE UNITED STATES
CORPORATION
COMPANY

F99000006425

ACCOUNT NO. : 072100000032

REFERENCE : 511219 4336896

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : December 10, 1999

ORDER TIME : 11:25 AM

ORDER NO. : 511219-005

CUSTOMER NO: 4336896

200003068012--6

CUSTOMER: Ms. Amy E. Schultz
Thaler & Thaler
700 N. Olive Ave.

West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: BETTY ANN RULE MANAGEMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 13 PM 1:00

RECEIVED

RECEIVED
DIVISION OF STATE
CORPORATIONS

99 DEC 13 PM 3:32

B/K
12/13/99

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 13 PM 3:32

1. BETTY ANN RULE MANAGEMENT, 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. PENDING

(FEI number, if applicable)

4. 10/26/99

(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. 700 NORTH OLIVE AVENUE

WEST PALM BEACH, FLORIDA 33401

(Current mailing address)

8. HOLDING COMPANY

(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: MANLEY H. THALER

Office Address: 700 NORTH OLIVE AVENUE

WEST PALM BEACH, Florida, 33401
(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.


(Registered agent's signature)

MANLEY H. THALER

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: _____

Address: _____

Director: _____

Address: _____

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

President: LAWRENCE RULE

Address: 222 LAKEVIEW AVENUE, SUITE 160-304
WEST PALM BEACH, FLORIDA 33401

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. LAWRENCE RULE

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

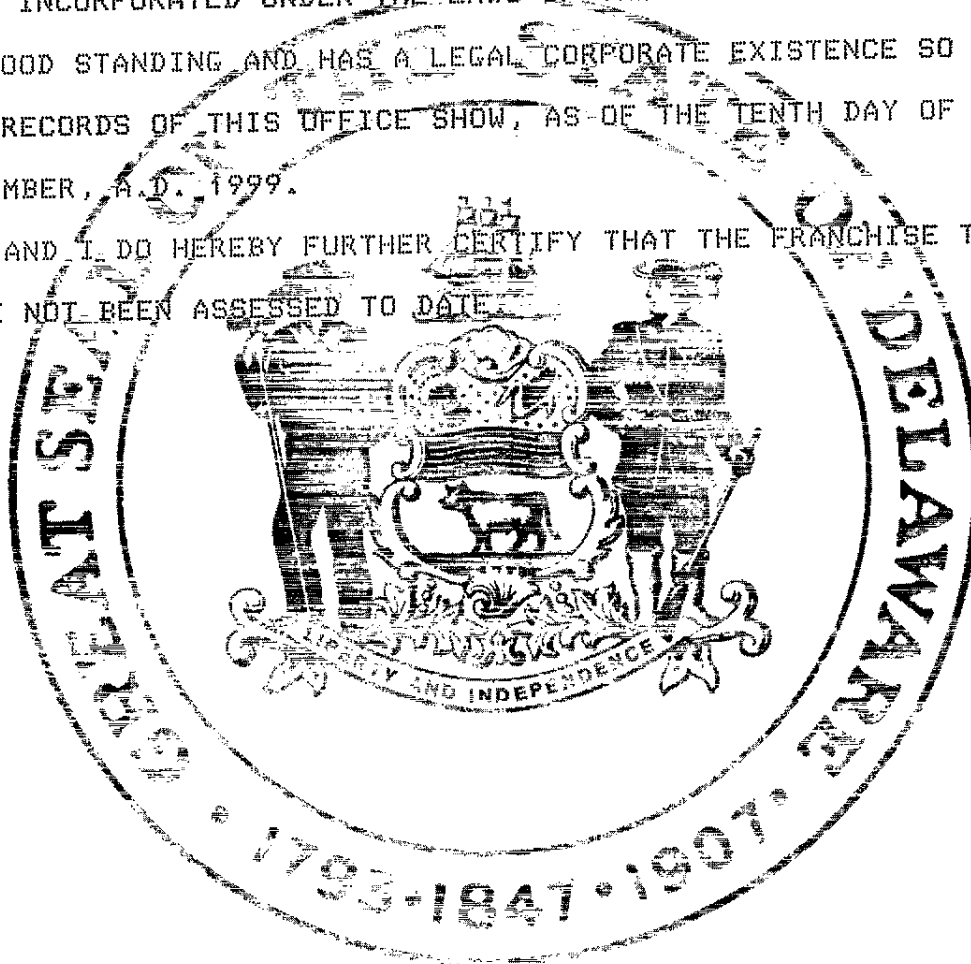
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 13 PM 3:32

State of Delaware
Office of the Secretary of State

PAGE 1
DIVISION OF CORPORATIONS
99 DEC 13 PM 3:32

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BETTY ANN RULE MANAGEMENT, 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 TENTH DAY OF DECEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0131272

12-10-99

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