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April 24, 1998

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002500945-2
-04/27/98-01044-002
*****337.50 *****337.50

Re: Brainstorm USA, LLC

Dear Sir/Madam:

Enclosed please find the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Original Certificate of Existence; and
5. Our firm's trust account check in the amount of \$337.50 to cover the fees for filing of Application, Designation of Registered Agent; and Certified Copy.

If any further documentation or information is needed, please so advise. Thank you for your assistance in this matter.

Very truly yours,

Tara S. Bass
Legal Assistant to
Thomas E. Raines

tsb

Enclosure

cc: Mr. Joe Galluccio, Brainstorm USA, LLC (w/enclosures)
Ms. Jan Correa, Brainstorm USA, LLC (w/enclosures)

FILED
98 APR 27 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M98-421

Name	OK 421
Availability	OK 421
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Brainstorm USA, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Georgia

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 58-2335633

(FEI number, if applicable)

4. September 9, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. January 7, 1998

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4400 North Federal Highway, Suite 210

Boca Raton, Florida 33421

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Andrew V. Laudano

Manager

4400 North Federal Highway

Suite 210

Boca Raton, FL 33421

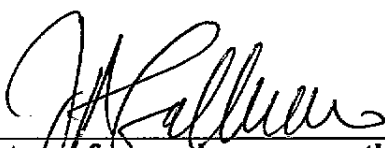
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Brainstorm USA, LLC
_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 20,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 20,000
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Joseph A. Galluccio, Member

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Brainstorm USA, LLC

2. The name and the Florida street address of the registered agent and office are:

C. T. Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324
City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara A. Burke
(Signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980840355
CONTROL NUMBER : 9732312
DATE INC/AUTH/FILED: 09/09/1997
JURISDICTION : GEORGIA
PRINT DATE : 03/25/1998
FORM NUMBER : 211

THOMAS E. RAINES
3500 PARKWAY LANE, STE. 130
NORCROSS GA 30092

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**BRAINSTORM USA, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

