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THE CLAYTON LAW FIRM, P.A.

1800 Second Street, Suite 880
Sarasota, Florida 34236

W. Andrew Clayton, Jr.
(Also Admitted in N.J. & N.Y.)
Meryl Conte Clayton
(Also Admitted in N.J.)

(941) 957-3323 Telephone
(941) 951-7702 Facsimile
Email: ClaytonLaw@aol.com

Civil Litigation
Business Disputes
Securities Arbitration

October 7, 1998

Registration Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

000002661670--6
-10/12/98-01090-015
***346.25 ***346.25

Re: *Global Holding and Investment Company, L.L.C.*

To Whom it May Concern,

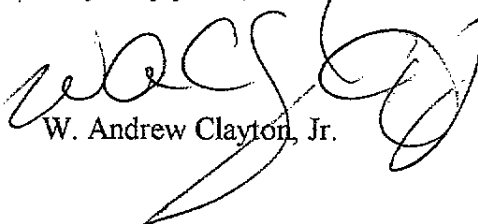
Enclosed you will find an original and one copy of the following documents for the above mentioned corporation:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida,
- Affidavit of Membership and Contributions of Foreign Limited Liability Company,
- Certificate of Formation from originating state,
- Certificate of Designation of Registered Agent/Registered Office, and
- our trust account check in the amount of \$346.25.

Please file the documents for the corporation and return a certified copy of same in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,


W. Andrew Clayton, Jr.

Name	10/14/98
Availability	dec
Document Examiner	DCC
WAC/tr	DCC
Enclosures	
cc: Mr. Joseph K. Jones	
Acknowledgement	DCC
W. P. Verifier	DCC

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DIVISION OF CORPORATIONS
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Civil Litigation
Business Disputes
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October 22, 1998

Diane Cushing, Corporate Specialist
Registration Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

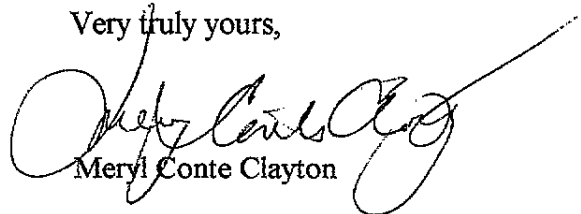
Re: *Global Holding and Investment Company, L.L.C.*
Reference Number: W980023347

Dear Ms. Cushing:

Pursuant to your request of October 14, 1998, enclosed please find Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the above corporation with the "Title" portion of number 8 completed. Also enclosed is a copy of your October 14, 1998 letter and our letter of October 7, 1998, requesting the application be filed and a certified copy returned to our office and a self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,



Meryl Conte Clayton

MCC/tr
Enclosures
cc: Mr. Joseph K. Jones

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Civil Litigation
Business Disputes
Securities Arbitration

October 22, 1998

Diane Cushing, Corporate Specialist
Registration Section
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

Re: *Global Holding and Investment Company, L.L.C.*
Reference Number: W980023347

Dear Ms. Cushing:

Pursuant to your request of October 28, 1998, enclosed please find the **original** certificate of "good standing" from the originating incorporation state of New Jersey for Global Holding and Investment Company, L.L.C. Also enclosed is a copy of your October 28, 1998 letter and our letter of October 8, 1998, requesting the application be filed and a certified copy returned to our office and a self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,



Tiffanie Remillard, Certified Legal Assistant for
MERYL CONTE CLAYTON

MCC/tr
Enclosures
cc: Mr. Joseph K. Jones



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 14, 1998

W. ANDREW CLAYTON, JR.
1800 SECOND STREET, SUITE 880
SARASOTA, FL 34236

SUBJECT: GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C.
Ref. Number: W98000023347

We have received your document for GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00050950



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 28, 1998

W. ANDREW CLAYTON, JR.
1800 SECOND STREET, SUITE 880
SARASOTA, FL 34236

SUBJECT: GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C.
Ref. Number: W98000023347

We have received your document for GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C. and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate that you sent up is not the proper certificate. We need a certificate of existence (good standing).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00052843

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

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

1. Global Holding and Investment Company, L.L.C.
(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. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3552108
(FEI number, if applicable)
4. November 14, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon approval.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 375 Passaic Avenue, Fairfield, N.J. 07004
(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)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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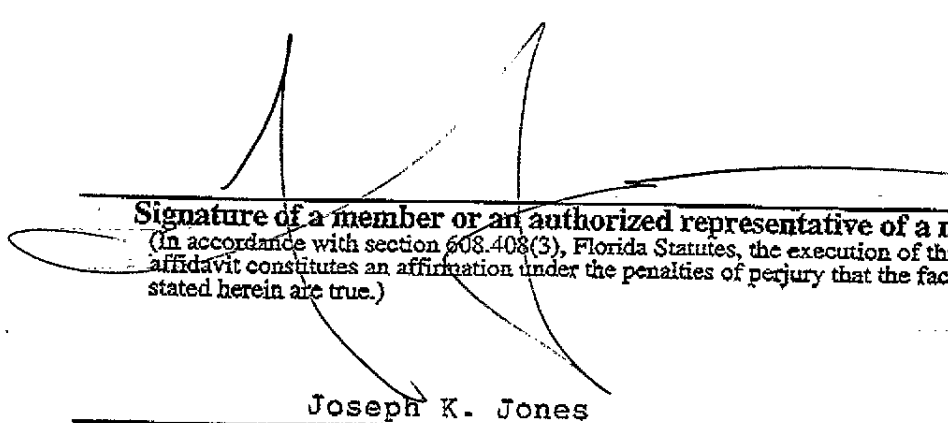
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Joseph K. Jones</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>375 Passaic Ave.</u>		<u></u>	
<u>Fairfield, NJ 07004</u>		<u></u>	
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9. Attached is an original certificate of existence, no more than 90 days old, duly 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.)

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

The undersigned member or authorized representative of a member of Global Holding
and Investment Company, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 50,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
(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 \$ 50,000.00
(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 K. Jones

Typed or printed name of signee

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:

Global Holding and Investment Company, L.L.C.

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

W. Andrew Clayton, Jr.

(Name)

1800 Second Street, Suite 880

Florida street address (P.O. Box **NOT** ACCEPTABLE)

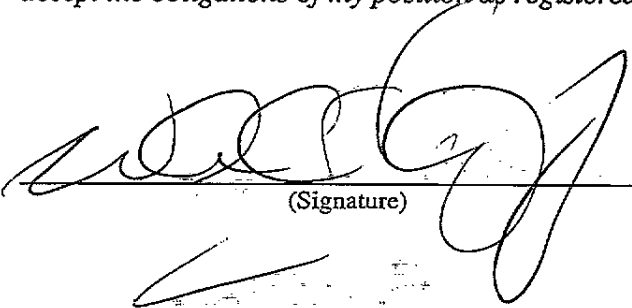
Sarasota,

FL

34236

City/State/Zip

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on November 14, 1997.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

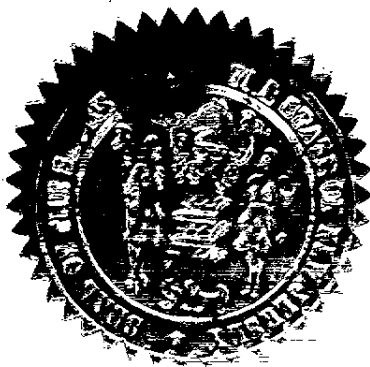
*I further certify that the registered agent and
registered office are:*

*Eric S Kapnick
293 Eisenhower Parkway
Suite 300
Livingston, NJ 07039*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

GLOBAL HOLDING AND INVESTMENT COMPANY, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of November, 1998

A handwritten signature in cursive script, reading "James A. DiEleuterio, Jr.".

James A DiEleuterio, Jr.
Treasurer