

F97000005786

CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

600002335906--4
 -11/03/97--01037--027
 ****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HGG Acquisition Customized Integrated Systems
(Corporation Name) (Document #)
2. for LogistPcs Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
 Pick up time 11/3/97
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATION
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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. HGG Acquisition Customized Integrated Systems for Logistics, 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. 13-3519717
(FEI number, if applicable)

4. 9/10/97
(Date of Incorporation)

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

6. 10/15/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2955 East Market Street

York, Pennsylvania 17402

(Current mailing address)

8. Support of retail store operations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: United Corporate Services, Inc.

Office Address: 801 Northeast 167th Street, Suite 300

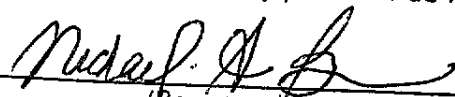
North Miami Beach

, Florida, 33162

(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)

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:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Arthur M. Michaelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur M. Michaelson, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS OF HGG ACQUISITION CUSTOMIZED
INTEGRATED SYSTEMS FOR LOGISTICS, INC.

Meshulam Riklis, Chairman of the Board and Chief Executive Officer
9560 Wilshire Blvd.
Beverly Hills, CA 90212

Ted Watkins, President
2955 East Market Street
York, PA 17402

Paul Weiner, Senior Vice President, Treasurer and
Chief Financial Officer
2955 East Market Street
York, PA 17402

Arthur M. Michaelson, Secretary
c/o Hofheimer Gartlir & Gross, LLP
633 Third Avenue
New York, NY 10017

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DIRECTORS OF HGG ACQUISITION CUSTOMIZED
INTEGRATED SYSTEMS FOR LOGISTICS, INC.

Meshulam Riklis
9560 Wilshire Blvd.
Beverly Hills, CA 90212

Paul Weiner
2955 East Market Street
York, PA 17402

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HGG ACQUISITION CUSTOMIZED INTEGRATED SYSTEMS FOR LOGISTICS, 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 SIXTEENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HGG ACQUISITION CUSTOMIZED INTEGRATED SYSTEMS FOR LOGISTICS, INC." WAS INCORPORATED ON THE TENTH DAY OF SEPTEMBER, A.D. 1997.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8705965

DATE: 10-16-97