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SAMUEL J. CANTOR*

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800001341268
-11/30/94--01019--005
*****70.00 *****70.00

November 22, 1994

Qualification/Tax Lien Section
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

W94-25611

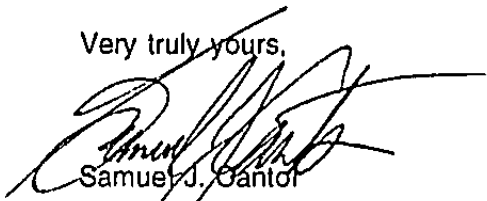
Re: Southpoint Development Corp.

Gentlemen/Ladies:

Enclosed herewith please find our trust account check in the amount of \$70.00 for filing the Application by Foreign Corporation for Authorization to Transact Business in Florida Transmittal Letter and Certificate of Existence for the above-referenced corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 AM 10:20

Very truly yours,



Samuel J. Cantor

LC 1/13

SJC:jac
Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

SAMUEL J. CANTOR, P.A.
1489 W. PALMETTO PARK ROAD, SUITE 485
BOCA RATON, FL 33486

SUBJECT: SOUTHPOINT DEVELOPMENT CORP.
Ref. Number: W94000025611

We have received your document for SOUTHPOINT DEVELOPMENT CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 094A00051437

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 AM 10:20

SUBJECT: Southpoint Development Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business In Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Samuel J. Cantor

(Name of Person)

Samuel J. Cantor, P.A.

(Firm/Company)

1489 W. Palmetto Park Road, Suite 485

(Address)

Boca Raton, Florida 33486

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Samuel J. Cantor

(Name of Person)

at (407) 361-9839

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

FLORIDA STATE
SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
95 JAN 13 11:10:20

I, the undersigned Gabriel Rodriguez Cover, do hereby certify
that this Resolution of the Board of Directors of Southpoint Development Corp.,
a corporation duly organized and existing under the laws of the ^{Country} State of Panama,
was duly adopted on December 21,, 19 94.

Resolved, that Southpoint Development Corp., organized
and existing in the ^{Country} State of Panama, hereby adopts the
name Development of Southpoint Corp. for use in Florida.

Dated: December 23, 1994



Signature of at least one director

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS
SOUTHPOINT DEVELOPMENT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 9 AM 10:20

A special meeting of the Board of Directors of SOUTHPOINT DEVELOPMENT CORP., a corporation of the Republic of Panama, was duly called and held at the company's office at No.10 Elvira Mendez Street, Top Floor, Panama, Republic of Panama, on December 21, 1994, at 9:00 a.m., prior notice given to all Directors.

All Directors were present, to wit: Gabriel Rodríguez Cover, Yaira Pretelt de Santamaría and Anabelle De La Lastra Morán.

The President of the corporation, Gabriel Rodríguez Cover, presided at the meeting and the Secretary of the corporation, Anabelle De La Lastra Morán, acted as such and stated that there was a quorum.

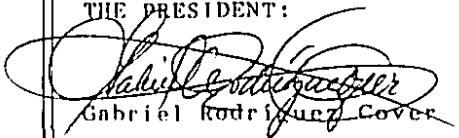
The President called the meeting, to order and indicated that same was held with the sole purpose of authorizing the company to adopt a name for use in Florida.

After a broad discussion on the matter, upon motion duly made, seconded and carried, it was unanimously,


RESOLVED, that SOUTHPOINT DEVELOPMENT CORP., organized and existing in the Republic of Panama, hereby adopts the name DEVELOPMENT OF SOUTHPOINT CORP. for use in Florida.

After the above resolution was approved, there being no further matters to be transacted, the meeting was adjourned at 9:30 a.m.

THE PRESIDENT:


Gabriel Rodríguez Cover

THE SECRETARY:


Anabelle De La Lastra Morán

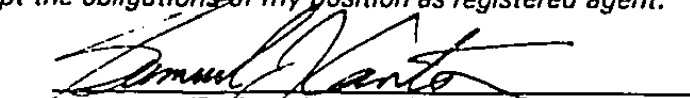
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

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. Southpoint Development Corp.
(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. Panama 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 13, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama
(Current mailing address)
8. Real Property Ownership and Management
(Purpose(s) of corporation authorized in home state or country to _____ carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Samuel J. Cantor
Office Address: 1489 W. Palmetto Park Road, Suite 485
Boca Raton, Florida, 33486
(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: Gabriel Rodriguez Cover

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

Vice Chairman: Yadira Pretelt De Santamaria

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

Director: Anabelle de la Lastra Moran

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

Director: _____

Address: _____

B. OFFICERS

President: Gabriel Rodriguez Cover

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

Vice President: Yadira Pretelt De Santamaria

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

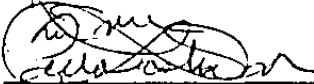
Secretary: Anabelle de la Lastra Moran

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

Treasurer: Yadira Pretelt De Santamaria

Address: 10 Elvira Mendez Street, Top Floor
Panama, Republic of Panama

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. ANABELLE DE LA LASTRA MORAN - Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 AM 10:20

JOSÉ

LA DIRECCION GENERAL DEL REGISTRO

LA OFICINA DE REGISTRO PUBLICO
 1400

CON VISTA A LA SOLICITUD-

07/11/1994

CERTIFICA-

CON LA SOCIEDAD -

SOUTHPOINT DEVELOPMENT CORP

SE ENCUENTRA REGISTRADA EN LA FICHA- 256677 ROLLO- 34557 IMAGEN- 32

DESDE EL VEINTICUATRO DE FEBRERO DE MIL NOVECIENTOS NOVENTA Y DOS,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

- 1 - GABRIEL RODRIGUEZ COVER
- 2 - YADIRA PRETELT DE SANTAMARIA
- 3 - ANABELLE DE LA LASTRA MORAN.

QUE SUS DIGNATARIOS SON-

- PRESIDENTE - GABRIEL RODRIGUEZ COVER
- VICE-PRESIDENTE - YADIRA PRETELT DE SANTAMARIA
- TESORERO - YADIRA PRETELT DE SANTAMARIA
- SECRETARIO - ANABELLE DE LA LASTRA MORAN.

QUE SU AGENTE RESIDENTE ES- MARCELA HOJAS DE PEREZ

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JAN 13 AM 10:20

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL OCHO DE NOVIEMBRE DE MIL NOVECIENTOS NOVENTA Y CUATRO, A LAS 09-45-57.5 A.M.

NOTA- ESTA CERTIFICACION NO ES VALIDA SI NO LLEVA ADHERIDOS LOS TIMBRES CORRESPONDIENTES.-

Alpino Guardia
 ALPINO GUARDIA MARTIN
 CERTIFICADOR



[Handwritten signature]

VIRGINIA COVER DE RODRIGUEZ
Intérprete Público Autorizado
Certified Public Translator

TRANSLATION

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY

IN VIEW OF PETITION- 108

07/11/1994

C E R T I F I E S-

-----THAT THE CORPORATION -----
SOUTHPOINT DEVELOPMENT CORP. IS REGISTERED ON MICROJACKET 256677
ROLL- 34557 FRAME- 32 SINCE THE TWENTY FOURTH OF FEBRUARY ONE
THOUSAND NINE HUNDRED NINETY TWO,

THAT THE CORPORATION IS IN GOOD STANDING

THAT ITS DIRECTORS ARE-

- 1 - GABRIEL RODRIGUEZ COVER
- 2 - YADIRA PRETELT DE SANTAMARIA
- 3 - ANABELLE DE LA LASTRA MORAN.

THAT ITS OFFICERS ARE-

PRESIDENT	- GABRIEL RODRIGUEZ COVER
VICE PRESIDENT	- YADIRA PRETELT DE SANTAMARIA
TREASURER	- YADIRA PRETELT DE SANTAMARIA
SECRETARY	- ANABELLE DE LA LASTRA MORAN.

THAT ITS RESIDENT AGENT IS - MARCELA ROJAS DE PEREZ-

ISSUED AND SIGNED IN PANAMA CITY, ON THE EIGHTH OF NOVEMBER OF ONE
THOUSAND NINE HUNDRED NINETY FOUR, AT 09-45-57.5 A.M.

NOTE- THIS CERTIFICATION IS NOT
VALID UNLESS REQUIRED STAMPS
ARE AFFIXED.-

(sgd.) ALPINO GUARDIA MARTIN - CERTIFIER

STAMP IN THE AMOUNT OF B/14.20 AFFIXED.

Seal: Republic of Panama * PUBLIC REGISTRY OFFICE *

95 JAN 13 11:20:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS
256677
ONE

VIRGINIA COVER DE RODRIGUEZ
Intérprete Público Autorizado
Certified Public Translator

-2-

I, VIRGINIA COVER DE RODRIGUEZ, Certified Public Translator of the Republic of Panama, do hereby certify that the foregoing is a true translation of its original.



VIRGINIA COVER DE RODRIGUEZ

PANAMA, November 9, 1994.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 13 AM 10:20