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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: PROFIT INVESTMENT COMPANY INCORPORATED
(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:

JOAQUIN M. PEREIRA
(Name of Person)

PROFIT INVESTMENT COMPANY INC.
(Firm/Company)

4148 WHEATLEY CIRCLE
(Address)

SACRAMENTO CA 95838
(City, State and Zip Code)

95 APR 21 PM 2:35
SECRETARY

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

JOAQUIN DE ROSE PEREIRA at (916) 925-6991
(Name of Person) 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

I, the undersigned, JOAQUIN M. PEREIRA

that this Resolution of the Board of Directors of PROFIT INVESTMENT COMPANY, INCORPORATED, A CALIFORNIA CORPORATION a corporation duly organized and existing under the laws of the State of CALIFORNIA

was duly adopted on MARCH 10, 19 72.

Resolved, that PROFIT INVESTMENT COMPANY, INCORPORATED, A CALIFORNIA CORPORATION

and existing in the State of CALIFORNIA, hereby adopt

name PROFIT INVESTMENT COMPANY, INC. of CALIFORNIA

Dated: MARCH 21, 1995

Joaquin M. Pereira President
Signature of at least

MAR 21 1995
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. PROFIT INVESTMENT COMPANY INCORPORATED
(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. CALIFORNIA USA 3. 94-2207063
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 10, 1972 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3-16-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838
(Current mailing address)

8. ALL PHASES OF REAL ESTATE INCLUDING FINANCING - CONSTRUCTION & SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C/O DIANNE JACKSON - JOAQUIN M PEREIRA

Office Address: 105 CR 315 SOUTH (PO BOX 221)
INTERLACHEN, Florida, 32148
(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.

Joaquin M Pereira
(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: JOAQUIN M PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Vice Chairman: ANDREW M. PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Director: JOAQUIN M. PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Director: ROSE Y PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

B. OFFICERS

President: JOAQUIN M. PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Vice President: ANDREW M. PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Secretary: ROSE Y. PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

Treasurer: ROSE Y PEREIRA
Address: 4148 WHEATLEY CIRCLE
SACRAMENTO CA 95838

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

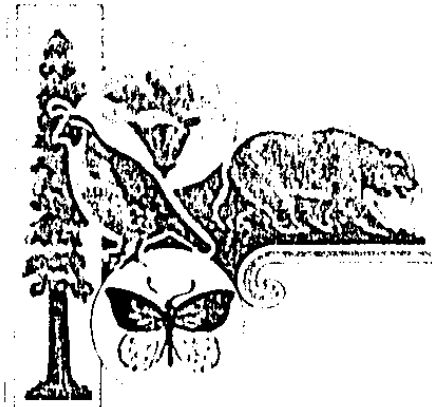
13. Joquin m Pereira
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOAQUIN M. PEREIRA PRESIDENT
(Typed or printed name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10th day of March, 19 72

PROFIT INVESTMENT COMPANY INCORPORATED

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 16th day of March, 1995



Bill Jones
BILL JONES
Secretary of State