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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-06/01/95--01021--001
*****70.00 *****70.00

SUBJECT: MARCHAEL 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:

MICHAEL HUGH SAM
(Name of Person)

MARCHAEL INC.
(Firm/Company)

11103 S.W. 128th. PLACE
(Address)

MIAMI, FL. 33186
(City, State and Zip Code)

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

MICHAEL HUGH SAM
(Name of Person)

at (305) 386-9415
Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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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

**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. MARCHAEL 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. DELAWARE
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. MAY 10, 1995
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NEW CORPORATION - NO BUSINESS TRANSACTED YET, 5-25-95.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 11103 S.W. 128th. PLACE
MIAMI, FL. 33186
(Current mailing address)
8. INTERNATIONAL TRADE - IMPORT & EXPORT
(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: MARGARET PENG
Office Address: 11103 S.W. 128th. PLACE
MIAMI, Florida, 33186
(Zip Code)

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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.

Margaret Peng
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MICHAEL HUGH SAM

Address: 15310 SW 72nd ST #25-22
MIAMI, FL. 33193

Vice President: MARGARET PENG

Address: 10241 SW 91 ST.
MIAMI, FL. 33176

Secretary: MARGARET PENG

Address: 10241 S.W. 91 ST.
MIAMI, FL. 33176

Treasurer: MARGARET PENG

Address: 10241 SW 91 ST.
MIAMI, FL. 33176

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

13.

Margaret Peng
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

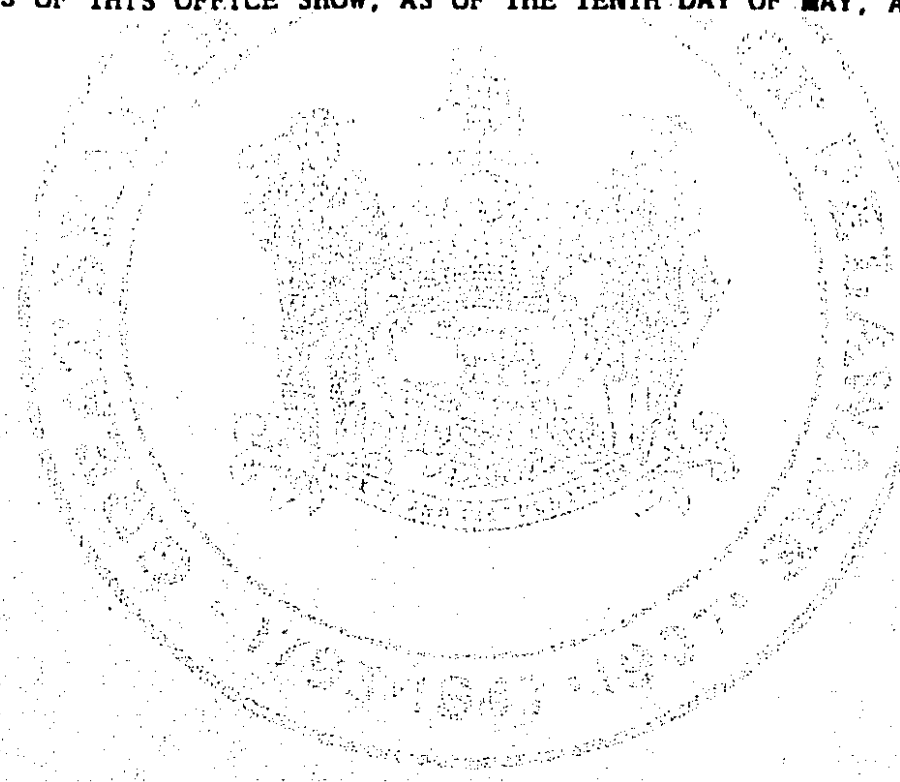
MARGARET PENG, VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)

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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 "MARCHAEL INCORPORATED" 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 TENTH DAY OF MAY, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

05-10-95