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((H95000006535)) DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION
 NAME: R. P. MULLER, INC.
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MITRANI, RYNOR & GALLEGOS, P.A.

Attorneys at Law
2200 SUNBANK INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 388-0080
TELECOPIER (305) 388-0630

FROM: NICHOLAS J. DENOVI0 / FL. BAR NO. 0848956
MITRANI, RYNOR & GALLEGOS, P.A.
DATE: June 6, 1995
RE: CERTIFICATE OF LIMITED PARTNERSHIP
APPLICATION TO DO BUSINESS IN FLORIDA

Transmitted herewith for filing please find the following:

1. Certificate of Limited Partnership;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida

PLEASE NOTE THAT WE HAD SENT BY MAIL AN APPLICATION FOR THE SAME PARTNERSHIP THAT WAS REJECTED DUE TO THE FACT THAT THE GENERAL PARTNER'S NAME WAS NOT AVAILABLE FOR USE IN FLORIDA. THE AGENT WHO HANDLED THE PREVIOUS FILING WAS DIANE CUSHINS (904-487-6051); IF YOU HAVE A PROBLEM PLEASE CONTACT HER AS SHE HAS BEEN ADVISED THAT WE WILL ABANDON THE PREVIOUS FILING.

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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. Name of corporation: R.P. MULLER, Inc. (the "Corporation").
2. Country under the law of which the Corporation is incorporated: Cayman Islands.
3. Date of Incorporation: May 16, 1995.
4. Duration: N/A.
5. Federal Employer Identification Number, if applicable: PENDING.
6. Date first transacted business in Florida: June 8, 1995.
7. Current mailing address: c/o NICHOLAS J. DENOVIO, SUITE 2200 SUNBANK INTERNATIONAL CENTER, ONE S.E. THIRD AVE. MIAMI, FL. 33131.
8. Brief description of the nature of the business in which it is engaged in the State of Florida: Act as general partner of Florida limited partnership holding real and personal property.
9. Names and addresses of officers and directors:

A. Directors

- a. Brenda Hayes
6400 North Andrews Avenue
Park Plaza, Suite 200
Fort Lauderdale, Florida 33309
- b. Deborah Jones
6400 North Andrews Avenue
Park Plaza, Suite 200
Fort Lauderdale, Florida 33309
- c. Kevin Muller
6400 North Andrews Avenue
Park Plaza, Suite 200
Fort Lauderdale, Florida 33309

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B. Officers

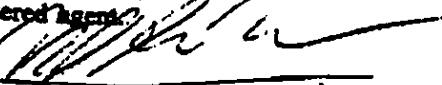
- a. Ralph P. Miller, President
6400 North Andrews Avenue
Park Plaza, Suite 200
Fort Lauderdale, Florida 33309
- b. Nicholas J. DeNovio, Secretary
Mitrani, Rynor & Gallegos, P.A.
Suite 2200
One Southeast Third Avenue
Miami, Florida 33131
- c. Caledonian Bank & Trust Limited, Assistant Secretary
c/o David Sargison
Caledonian House
Post Office Box 1043
George Town, Grand Cayman
Cayman Islands

10. Name and street address of Florida registered agent:

Nicholas J. DeNovio
Mitrani, Rynor & Gallegos, P.A.
Suite 2200
One Southeast Third Avenue
Miami, Florida 33131

11. 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:


Nicholas J. DeNovio, Esquire

12. 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.

13. Signature of Chairman, Vice Chairman or any officer listed in number 9 above:



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Certificate of Good Standing

TO WHOM IT MAY CONCERN



I DO HEREBY CERTIFY that

R.P. MULLEN, INC.

a company duly organized and existing under and by virtue of the laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



An Authorized Officer,
Registry of Companies,
Cayman Islands

Given under my hand and seal this 11th day of June
in the 11th year of the reign of Her Majesty Queen Elizabeth the Second
One Thousand Nine Hundred and Ninety-Five