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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-03/30/98--01073--001  
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SUBJECT: KARINOA ENTERPRISES, INC.  
(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:

NEIL M. PARK  
(Name of Person)  
MSI  
(Firm/Company)  
1670 So. Amphlett Blvd., Suite 300  
(Address)  
San Mateo, CA 94402  
(City/State/Zip)

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98 MAR 30 PM 2:23  
TALLAHASSEE, FLORIDA

3/30

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

Neil M. Park at ( 415 ) 543-4960  
(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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. Karinoa Enterprises, 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. Nevada 3. 86-0883343  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 27, 1997 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business has been conducted to date in Florida.  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Karinoa Enterprises, Inc.  
2533 N. Carson Street, Suite 3235, Carson City, NV. 89796  
(Current mailing address)

8. To engage in any lawful activity, including, but not limited to the acquisition, development, sale, mortgage and lease of real property.  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Anabel Herrera

Office Address: 5775 Blue Lagoon Blvd., Suite 145

Miami, Florida, 33126  
(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.*

Anabel Herrera  
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Carlos M. Collazo

Address: 1670 So. Amphlett Blvd., Suite 300

San Mateo, CA 94402

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Carlos M. Collazo

Address: 1670 So. Amphlett Blvd., Suite 300

San Mateo, CA 94402

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Carlos M. Collazo

Address: 1670 So. Amphlett Blvd., Suite 300

San Mateo, CA 94402

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Carlos M. Collazo

Address: 1670 So. Amphlett Blvd, Suite 300

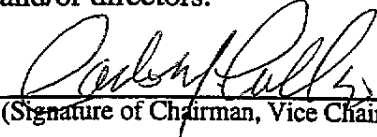
San Mateo, CA 94402

Treasurer: Carlos M. Collazo

Address: 1670 So. Amphlett Blvd., Suite 300

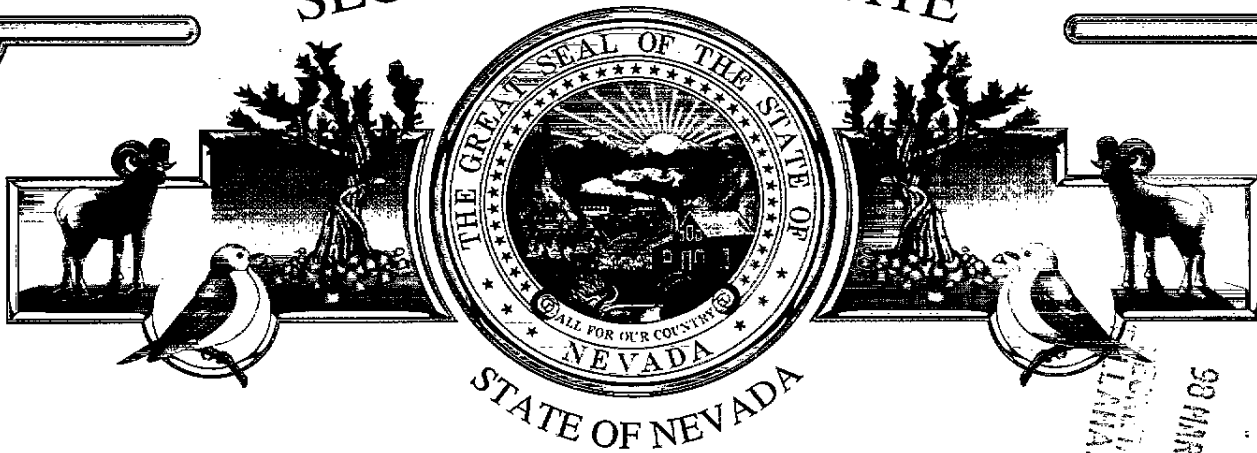
San Mateo, CA 94402

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. Carlos M. Collazo  
(Typed or printed name and capacity of person signing application)

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

RECORDED & INDEXED  
MAR 30 PM 2:24  
1998  
CLERK OF COURTS  
CLERK OF COURTS

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **KARINOA ENTERPRISES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 27, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 12, 1998.



*Dean Heller*  
Secretary of State  
By *[Signature]*  
Certification Clerk