

F98000002240

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Frederick Investment Corporation
(Name of corporation - must include suffix)

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*****70.00 *****70.00

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:

H. S. (Brad) Bradshaw, Jr.
(Name of Person)
Frederick Investment Corporation
(Firm/Company)
16 E. Rowan St., Ste. 402
(Address)
Raleigh, NC 27609
(City/State/Zip)

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98 APR 17 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Brad Bradshaw at (919) 787-4243
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

4/20/98

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. Frederick Investment Corporation
(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. North Carolina (State or country under the law of which it is incorporated)
3. (FEI number, if applicable)

4. June 9, 1975 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Not Applicable -- See #8 Below
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16 E. Rowan St., Ste. 402
Raleigh, NC 27609
(Current mailing address)

8. Applying as Corporate General Partner of a limited partnership which will
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) transact business in Florida

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Tropical Diversions Yacht Services, Inc.

Office Address: 3512 North Ocean Drive
Hollywood, Florida, 33019
(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.

Melvin Madson
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George F. Marshall

Address: 16 E. Rowan St., Ste. 402

Raleigh, NC 27609

Director: Jenny C. Petri

Address: 16 E. Rowan St., Ste. 402

Raleigh, NC 27609

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

President: George F. Marshall

Address: 16 E. Rowan St., Ste. 402

Raleigh, NC 27609

Vice President: Jenny C. Petri

Address: 16 E. Rowan St., Ste. 402

Raleigh, NC 27609

Secretary: Jenny C. Petri

Address: 16 R. Rowan St., Ste. 402

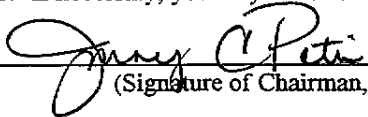
Raleigh, NC 27609

Assistant Secretary: Hoyt S. Bradshaw, Jr.

Address: 16 E. Rowan St., Ste. 402

Raleigh, NC 27609

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. Jenny C. Petri, Director, Vice President, Secretary
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

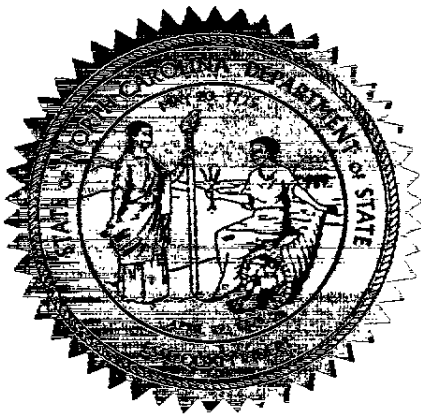
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

FREDERICK INVESTMENT CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 9th day of June, 1975, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of April, 1998.



Elaine F. Marshall

Secretary of State