

F99000003125
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INNOVATIVE THINKING LTD.
(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:

500002874075--6
-05/13/99-01084-002
*****70.00 *****70.00

FELIX CEDENO
(Name of Person)

FINANZAS INC
(Firm/Company)

85 GRAND CANAL DR., SUITE 305
(Address)

MIAMI, FL. 33144
(City/State/Zip)

FILED
99 JUN 17 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FELIX CEDENO at (305) 266-0077
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

1200
56-17-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

FELIX CEDENO
85 GRAND CANAL DR
SUITE 305
MIAMI, FL 33144

SUBJECT: INNOVATIVE THINKING LTD.
Ref. Number: W99000011479

We have received your document for INNOVATIVE THINKING LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00027168

FILED
99 JUN 17 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. INNOVATIVE THINKING LTD. CORP.
(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. ANTIGUA AND BARBUDA 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 27, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 9, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3271 NW 28 ST, MIAMI, FL. 33142
(Current mailing address)

8. TO CONDUCT ANY LAWFUL BUSINESS TRANSACTIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: ALBERTO RODRIGUEZ

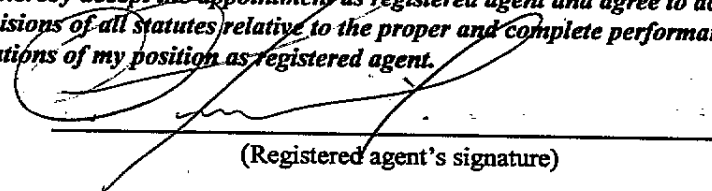
Office Address: 3271 NW 28 ST

MIAMI, Florida, 33142
(Zip code)

FILED
99 JUN 17 PM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(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: ALBERTO RODRIGUEZ

Address: 8903 SW 69 ST
MIAMI, FL. 33173

Vice Chairman: ROGELIO DIAZ

Address: 3733 SW 149 AVE
MIAMI, FL. 33185

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ROGERIO DOAZ

Address: 3733 SW 149 AVE
MIAMI, FL. 33185

Vice President: ALBERTO RODRIGUEZ

Address: 8903 SW 69 ST
MIAMI, FL. 33173

Secretary: _____

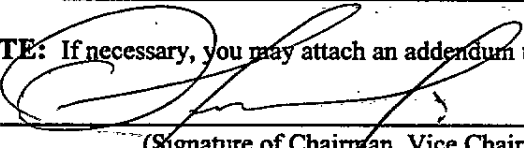
Address: _____

Treasurer: _____

Address: _____

FILED
99 JUN 17 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ALBERTO RODRIGUEZ, REG. AGENT, CHAIRMAN, VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)



GOVERNMENT OF ANTIGUA AND BARBUDA

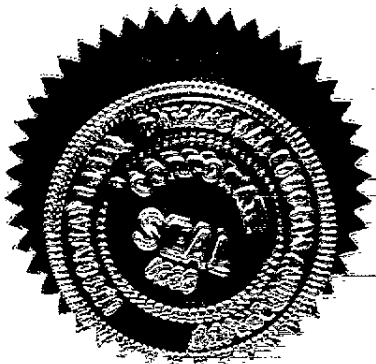
CERTIFICATE OF INCORPORATION AND GOOD STANDING

Pursuant to Section 9 of the International Business Corporations Cap. 222 of the Revised Laws of Antigua and Barbuda, the undersigned hereby certifies that:

INNOVATIVE THINKING LTD.

was incorporated under the laws of Antigua and Barbuda on the *27th* day of; *May, 1998* is in good standing and enjoys all the rights, power and privileges conferred by law consistent with the attached Articles of Incorporation.

REGISTERED



A handwritten signature in black ink, appearing to read 'J. ...'.

Director

International Business Corporations

Issued at St. John's, Antigua,
this *7th* day of *June*

, 1999