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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FOREIGN PROFIT QUALIFICATION

QUAKER ACRES CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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July 9, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: QUAKER ACRES CORPORATION
REF: W99000015794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The application must include the FEI# in block 3, or a statement that it has been applied for or is not applicable.,

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Michelle Hodges
Document Specialist

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

4

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. Quaker Acres 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. British Virgin Islands (State or country under the law of which it is incorporated)
3. 52-2175959 (FEI number, if applicable)

4. March 31, 1998 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 7109199 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131
(Current mailing address)

8. real estate holding
(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: Marco Rojas

Office Address: 520 Brickell Key Drive, Suite 0-305

Miami, Florida, 33131
(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.

[Signature]
(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.

Prepared by:

MARCO E. ROJAS, ESQ.
Florida Bar No. 0940453
Freeman, Butterman, Haber & Rojas, LLP
520 Brickell Key Drive, 0-305
Miami, Florida 33131

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
 Address: _____

 Vice Chairman: _____
 Address: _____

 Director: Carlos Garcia
 Address: _____

 Director: _____
 Address: _____

B. OFFICERS

President: Carlos Garcia
 Address: 250 Catalonia Ave Ste 705
Coral Gables, Fl. 33134
 Vice President: _____
 Address: _____

 Secretary: Carlos Garcia
 Address: 250 Catalonia Ave Ste 705
Coral Gables, Fl. 33134
 Treasurer: _____
 Address: _____

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

13. [Signature]
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
 14. CARLOS GARCIA
 (Typed or printed name and capacity of person signing application)

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

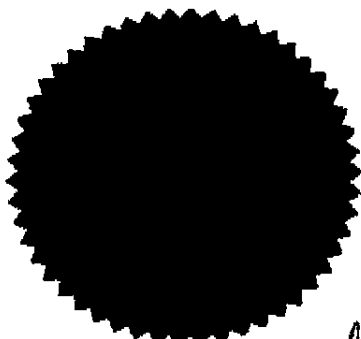
CERTIFICATE OF GOOD STANDING (Section 114)

No. 274347

QUAKER ACRES LTD.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 31st day of March, 1998 as Company No. 274347 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 22nd day of June, 1999

John A. ...
REGISTRAR OF COMPANIES

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CRT1004LJ

