

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RAB OVERSEAS CORP.

(Name of corporation - must include suffix)

Dear Sir or Madam:

500002331655--2

-10/28/97--01063--006

****131.25 ****131.25

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:

Arturo J. Aballi, Jr., Esq.

(Name of Person)

Aballi, Milne, Kalil & Garrigo, P.A.

(Firm/Company)

One S.E. Third Ave., Suite 1980

(Address)

Miami, Florida 33133

(City/State/Zip)

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

Ivan Solari

(Name of Person)

at (305) 373-6600

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 28 AM 9:11

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9/10/97

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: Arturo J. Aballi, Jr.

Address: One S.E. Third Ave., Suite 1980
Miami, Florida 33131

Director: _____

Address: _____

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

President: Arturo J. Aballi, Jr.

Address: One S.E. Third Ave., Suite 1980
Miami, Florida 33131

Vice President: _____

Address: _____

Secretary: Caridad Fernandez

Address: One S.E. Third Ave., Suite 1980
Miami, Florida 33131

Treasurer: _____

Address: _____

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. Arturo J. Aballi, Jr., President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

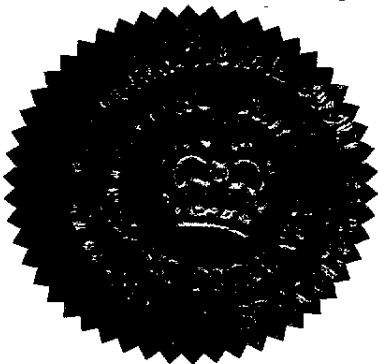
CERTIFICATE OF GOOD STANDING

No. 113499 RAB OVERSEAS CORP.

The Registrar of Companies of the British Virgin Islands
DO HEREBY CERTIFY:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 29th day of March, 1994 as Company No. 113499 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(Section 114)



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 22nd day of October, 1997

CRTI0047

[Signature]
Ant. REGISTRAR OF COMPANIES