

F98000003003

FLORIDA CRYSTALS CORPORATION

316 ROYAL POINCIANA PLAZA
PALM BEACH, FLORIDA 33480

TELEPHONE 561-655-6303

FAX 561-659-3206

May 12, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

FILED
98 MAY 13 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Florida Crystals, Inc., a Florida corporation
Florida Crystals Corporation, a Delaware corporation

Dear Sir or Madam:

200002529212--7

-05/19/98--01033--020

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

Enclosed are the following documents for filing:

- Articles of Amendment to Articles of Incorporation (the "Amendment") for Florida Crystals, Inc., a Florida corporation.
- Application by Foreign Corporation for Authorization to Transact Business in Florida along with a certified copy of the Amended and Restated Certificate of Incorporation from the Office of the Secretary of State of the State of Delaware, dated April 23, 1998 (the "Application") for Florida Crystals Corporation, a Delaware corporation.

The filing of the Amendment for Florida Crystals, Inc. to change its name will make the name of Florida Crystals Corporation available for filing an Application.

Also, enclosed are the following checks:

- Check number 13641 in the amount of \$87.50 for payment of the filing for Articles of Amendment (\$35.00) and the certified copy fee of the same (\$52.50)
- Check number 2441 in the amount of \$70.00 for payment of the filing fee of the Application (\$35.00) and Registered Agent Fee (\$35.00).

Please return to me a certified copy of the filed Amendment using the enclosed duplicate original. Also, please return to me an acknowledgment of the filing of the Application by placing your "FILED" stamp on the enclosed copy of the Application. I have enclosed a self-addressed return envelope for your convenience.

Thank you for your anticipated cooperation in this matter. If you have any questions, please call me.

*Some principals you have
Trademark # T15327*

Sincerely,

Steven B. Hannan
Steven B. Hannan
Legal Assistant

RECEIVED
98 MAY 13 AM 11:08
DIVISION OF CORPORATIONS

cc: José F. Valdivia, Jr.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

177 10 1112.
Laura Vitale
at 302-655-
5049 - CT
5/26/98

May 21, 1998

FLORIDA CRYSTALS CORPORATION
ATTN: STEVEN B. HANNAN
316 ROYAL POINCIANA PLAZA
PALM BEACH, FL 33480

SUBJECT: FLORIDA CRYSTALS CORPORATION
Ref. Number: W98000011587

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FLORIDA CRYSTALS CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 398A00028376

Good Standing
attached

CT CORPORATION SYSTEM

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
Tel. 302 777 0205
Fax 302 655 5049

May 26, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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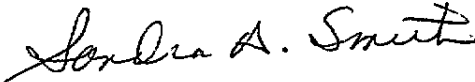
Dear Ms. Lunt:

Re: FLORIDA CRYSTALS CORPORATION

Pursuant to instructions received, we enclose one Certificate of Good Standing in regular form with tax for the above company.

We appreciate this opportunity to have been of service to you.

Very truly yours,



Sandra A. Smith
Technical Specialist

jeo
Enc.

Ms. Agnes Lunt
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Federal Express
Chg/1287620
Plantation Office/Peter Souza

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

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TALLAHASSEE, FLORIDA

1. Florida Crystals 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. Delaware 3. 65-0773338
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 30, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(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: Donald W. Carson

Office Address: 316 Royal Poinciana Plaza

Palm Beach, Florida, 33480
(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.

Donald W. Carson
(Registered agent's signature)
Donald W. Carson

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: Alfonso Fanjul

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

Vice Chairman: Jose F. Fanjul

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

Director: Lillian F. Azqueta

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

Director: Donald W. Carson

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

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

President: and Chief Operating Officer: Jose F. Fanjul

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

Executive Vice President: and Assistant Secretary: Donald W. Carson

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

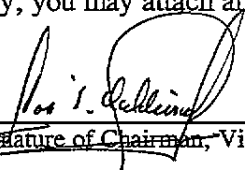
Secretary: and Vice President: Jose F. Valdivia, Jr.

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

Treasurer: and Vice President: Erik J. Blomqvist

Address: 316 Royal Poinciana Plaza, Palm Beach, Florida 33480

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

13. By: 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Jose F. Valdivia, Jr., Vice President and Secretary

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

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TALLAHASSEE FLORIDA

**ADDENDUM TO APPLICATION
BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
FLORIDA CRYSTALS CORPORATION
(a Delaware corporation)**

The following is a listing of additional officers and directors to Section 12 of the Application:

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

- | | | |
|-----|-----------------------|---|
| 5. | Director:
Address: | D. Dixon Boardman
c/o Optima Fund Management, 1285 Avenue of the Americas
New York, NY 10019 |
| 6. | Director:
Address: | Julio Mario Santo Domingo
Alpha Export Services, Inc., 499 Park Avenue, 17th Floor
New York, NY 10022 |
| 7. | Director:
Address: | David C. Patterson
Kaplan, Choate & Co., 880 Third Avenue, Third Floor
New York NY 10022 |
| 8. | Director:
Address: | David Kirkland
235 Wells Road, Palm Beach FL 33480 |
| 9. | Director:
Address: | Alberto S. Recio
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |
| 10. | Director:
Address: | J. Mark Wilkinson
42 Wildcat Springs Drive, Madison CT 06443 |

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

- | | | |
|-----|--|--|
| 5. | Chief Executive Officer:
Address: | Alfonso Fanjul
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |
| 6. | Vice President:
Address: | Van R. Boyette
Smith, Martin & Boyette, 915 15th Street NW, Suite 800
Washington, DC 20005 |
| 7. | Vice President:
Address: | Gustavo R. Cepero
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |
| 8. | Vice President:
Address: | Jorge A. Dominicis
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |
| 9. | Vice President and
Chief Information Officer:
Address: | Edward H. Dzumaryk
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |
| 10. | Vice President:
Address: | Alexander L. Fanjul
316 Royal Poinciana Plaza, Palm Beach, Florida 33480 |

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TALLAHASSEE, FLORIDA
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11. Vice President:
Address: Andrés B. Fanjul
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
12. Vice President,
Chief Financial Officer
and Assistant Secretary:
Address: Luis J. Fernández
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
13. Vice President:
Address: Oscar R. Hernández
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
14. Vice President:
Address: Ricardo A. Lima
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
15. Vice President:
Address: Arturo de la O
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
16. Vice President:
Address: Alberto S. Recio
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
17. Vice President:
Address: Carlos S. Rionda
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
18. Vice President:
Address: Rodney Rogers
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
19. Vice President:
Address: Peter C. Rosendahl
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
20. Vice President,
Real Estate Counsel
and Assistant Secretary:
Address: Daniel D. Ross, Esq.
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
21. Vice President,
Litigation Counsel
and Assistant Secretary:
Address: William F. Tarr, Esq.
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
22. General Counsel,
and Assistant Secretary:
Address: Joseph P. Klock, Jr., Esq.
4000 Southeast Financial Center, 41st Floor
Miami, Florida 33131
23. Assistant Vice President:
Address: M. Christine Winterling
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
24. Assistant Secretary:
Address: David H. Baker, Esq.
321 Royal Poinciana Plaza, Palm Beach, Florida 33480
25. Assistant Secretary:
Address: Jorge del Busto
316 Royal Poinciana Plaza, Palm Beach, Florida 33480
26. Assistant Treasurer:
Address: Rolando Valdivieso
316 Royal Poinciana Plaza, Palm Beach, Florida 33480

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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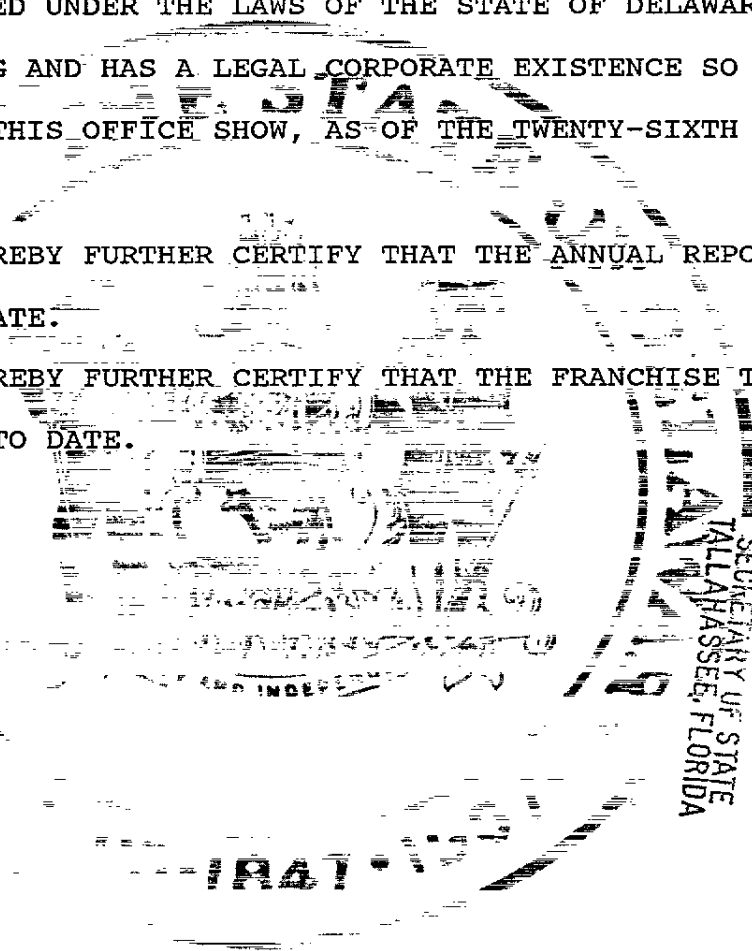
FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA CRYSTALS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2768168 8300

DATE: 9100887

981200565

05-26-98