TRANSMITTAL LETTER

TO: Registration Section Division of Corpo				
SUBJECT: MAKELL & FLEMENG ENTERPRISES, INC. (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: SOUDS 436133-4 -10/24/00-01014-012 **********************************				
(Name of Person)				
(Firm/Company)				
686 Fox CREEK CT.				
(Address)				
WESTON, FL 33327				
(Firm/Company) (Ble Fox Cleek Ct. (Address) (State and Zip code)				
For further information concerning this matter, please call:				
1. Anoma Mar	1511 at 1954	328-3991	OCT CRETA	
(Name of Person) at (954) 328-399/ SET STATE OF THE CODE & Daytime Telephone Number)				
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STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399		MAILING ADDRESS: Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314	9: 57 TATE DRIDA	mtu
Tallahassee, FL 32399 Tallahassee, FL 32314 Enclosed is a check for the following amount: \$\int \text{370.00 Filing Fee} \text{\$\sigma \text{78.75 Filing Fee} \text{\$\sigma \text{\$\sigma \text{78.75 Filing Fee} \text{\$\sigma \text{\$\sigma \text{78.75 Filing Fee} \text{\$\sigma \text{\$\sigma \text{87.50 Filing Fee} \text{\$\sigma \text{\sigma \text{\$\sigma \text{87.50 Filing Fee} \$\sigma \text{\sigma \text{\$\sigma \t				
	_	\$78.75 Filing Fee & E Certified Copy	\$87.50 Filing Fee, Certificate of Status Certified Copy	

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. (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. NEVASA
(State or country under the law of which it is incorporated)

4. SESTEMBER 9 1998
(Date of incorporation)

6. OPEN QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607 1501 607 1502 and 817 155 F.S.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. 686 FOX CREEK CT. WESTON, FL 33327
(Principal office address)

686 FOX CREEK CT. WESTON, FL 33327
(Current mailing address) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) (City)

(E86 Fox Clear Ct.

(Florida 33327

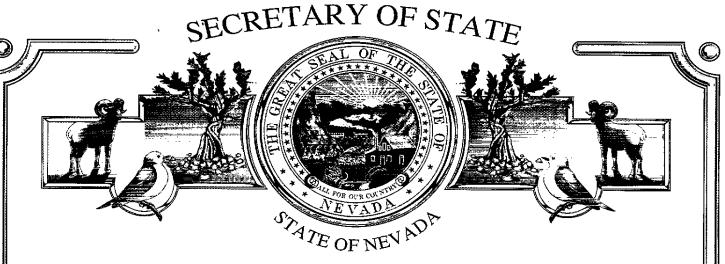
(Zip code) Office Address: 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further 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 business addresses of officers and/or directors: A. DIRECTORS Chairman: William J. MAKEU JR. Address: 686 Fox CREEK CT. WESTON, FL. 33327 Vice Chairman: ___ Address: Address: __ Address: _ B. OFFICERS President: Woudam J. MAKELL JR. FOX CREEK G. MAKEU JR. NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

14. Wougan J. MAKEU JR.



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, MAKELL & FLEMING ENTERPRISES, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 9, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 16, 2000.



Secretary of State

A. J. Laur

Certification Clerk