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September 22, 2000

MJH

W-23868

VIA UPS DELIVERY

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*****78.75 *****78.75

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: SHAMA MOTOR YACHTS, INC. - a Delaware Corporation

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 us at the above address. In the event you need to call someone concerning this matter, please call Paula Summers at 954-524-3111.

Thank you for your assistance.

Very truly yours,

Paula Summers
PAULA SUMMERS
Legal Assistant

Enclosures

* Please return cert. of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 16 AM 9:54



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 18, 2000

PAULA SUMMERS
MORGAN, OLSEN & OLSEN, LLP
315 N.E. THIRD AVENUE, SUITE 200
FORT LAUDERDALE, FL 33301

SUBJECT: SHAMA MOTOR YACHTS, INC.
Ref. Number: W00000023868

We have received your document for SHAMA MOTOR YACHTS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 000A00052179

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.

- 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)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Mohamed M. ShamaAddress: c/o Richard Bertram, Inc. Attn: Nick Biro, 3550 NW 21 Street
Miami, FL 33142

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Mohamed M. ShamaAddress: c/o Richard Bertram, Inc., Attn: Nick Biro, 3550 NW 21 Street
Miami, FL 33142

Vice President: _____

Address: _____

Secretary: Mohamed M. ShamaAddress: c/o Richard Bertram, Inc., Attn: Nick Biro, 3550 NW 21 Street
Miami, FL 33142

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.✓ 13. M. Shama

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

14. MOHAMED M. SHAMA, Director/President/Secretary

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

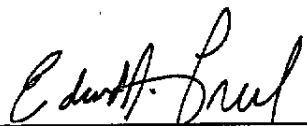
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHAMA MOTOR YACHTS, INC." 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 FIRST DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0767326

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DATE: 11-01-00