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ACCOUNT NO. : 072100000032

REFERENCE : 979053 4327828

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 78.75

FILED
01 JAN 26 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 26, 2001

ORDER TIME : 11:33 AM

ORDER NO. : 979053-005

500003582425--4

CUSTOMER NO: 4327828

CUSTOMER: Ms. Stacy Perry
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

FOREIGN FILINGS

NAME: NORTH OCEAN COMPANY LTD, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 1130

EXAMINER: _____

Byc *1/26*

RECEIVED
01 JAN 26 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. NORTH OCEAN COMPANY LTD., INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY" OR "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. Cayman Islands
(State of incorporation)

3. 98-0338815
(FEI number)

4. 1/5/1999
(Date of Incorporation)

5. Perpetual
(Duration)

6. January 22, 2001
(Date corporation will transact business in Florida.)

7. Lakewood Plantation, Route 1, Box 171 A
Nesmith, South Carolina 29580
(Current mailing address)

8. Any or all lawful business
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:

Warren D. Hayes, Sr.
(Name)
321 Royal Poinciana Plaza, South
(Office Address)
Palm Beach, Florida, 33480
(City) (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.

William S. Hayes, Sr.
(Registered Agent's Signature)

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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:

A. DIRECTORS

Director: Richard Poole
Address: Lakewood Plantation, Route 1, Box 171 A
Nesmith, South Carolina 29580

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TALLAHASSEE, FLORIDA

B. OFFICERS

Secretary: Campbell Secretaries Limited
Address: Bank of Nova Scotia Building, Box 268
Grand Cayman, Cayman Islands, BVI

13.

Richard Poole

(Signature of Director)

Richard Poole, Director
(Typed or printed name and capacity of person signing application)

01 JAN 25 1964
CR-862441 ACT OF STATE
TALLAHASSEE, FLORIDA

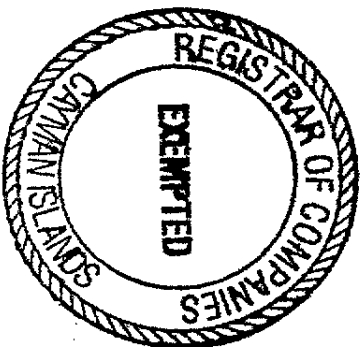
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

NORTH OCEAN COMPANY LTD.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



*Given under my hand and Seal at George Town in the
Island of Grand Cayman this Sixteenth Day of January
Two Thousand One*

**An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.**