



THE UNITED STATES  
CORPORATION  
COMPANY

# FO1000000678

ACCOUNT NO. : 072100000032

REFERENCE : 989905 4144A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : February 5, 2001

ORDER TIME : 9:33 AM

ORDER NO. : 989905-005

CUSTOMER NO: 4144A

CUSTOMER: Rosa Maria Ancheta, Legal Asst  
Holland & Knight LLP  
Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

600003638356--9

FOREIGN FILINGS

NAME: CIPANGO LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: *Bpe*

2/5

FILED  
01 FEB -5 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 FEB -5 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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.*

1. Cipango Ltd. 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. Cayman Islands

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

3. N/A

(FEI number, if applicable)

4. 12-19-99

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2001

(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.)

7. P.O. Box 10300 APO, Cayman Business Park, #A7, Grand Cayman, Cayman Islands

(Principal office address)

c/o Marlyne Sexton, 9001 N. Meridian Street, Indianapolis, IN 46260

(Current mailing address)

8. To own and operate a motor yacht

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: FRASER YACHT SERVICES INC. Attn: Michael Reardon

Office Address: 2230 S.E. 17th Street

Ft. Lauderdale, Florida 33316

(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.*

FRASER YACHT SERVICES INC.

By: 

Michael Reardon, Secretary & Treasurer

(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.

FILED  
FEB - 5 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marlyne Sexton

Address: 9001 N. Meridian Street  
Indianapolis, IN 46260

Vice Chairman: Andrea Nicole Sexton

Address: same as above

Director: Tracy Copeland Sexton

Address: same as above

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: N/A

Address: \_\_\_\_\_

Vice President: N/A

Address: \_\_\_\_\_

Secretary: Athenian Secretaries Ltd.

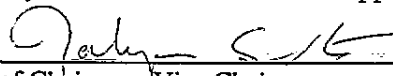
Address: P.O. Box 10300 APO, Grand Cayman, Cayman Islands

Asst. Secretary

~~Director~~: Marlyne Sexton

Address: 9001 N. Meridian Street, Indianapolis, IN 46260

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. Marlyne Sexton, Director  
(Typed or printed name and capacity of person signing application)

FILED  
FEB -5 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 FEB 23 PM 11:27  
CLERK OF STATE  
CR-952121  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

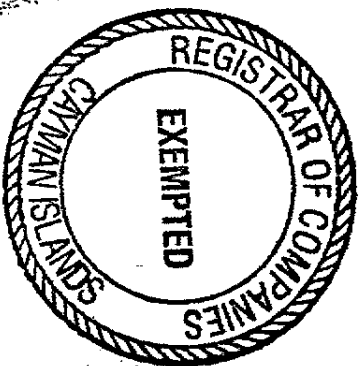
## *Certificate of Good Standing*

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

**CIPANGO 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 Twenty-Sixth Day of January  
Two Thousand One*

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