



THE UNITED STATES
CORPORATION
COMPANY

FOI 000000756

ACCOUNT NO. : 072100000032

REFERENCE : 995820 4327828

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

FILED
01 FEB -8 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 8, 2001

ORDER TIME : 9:46 AM

ORDER NO. : 995820-005

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

000003661520-1

Palm Beach, FL 33480-0431

FOREIGN FILINGS

NAME: DAWDLER-202, INC.

***THIS MUST HAVE THE
FILE DATE OF 2/8/2001**

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

RECEIVED
01 FEB -8 AM 10:45
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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1. Dawdler-202, 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. 98-0217444
(FEI number)

4. 10/26/1999
(Date of Incorporation)

5. Perpetual
(Duration)

6. February 8, 2001
(Date corporation will transact business in Florida.)

7. 7108 Fairway Drive, Suite 130
Palm Beach Gardens, FL 33418
(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:

Stuart J. Haft
(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.


(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 A. Heitmeyer
Address: 7108 Fairway Drive, Suite 130
Palm Beach Gardens, Florida 33418

B. OFFICERS

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

13. 
(Signature of Director)

Richard A. Heitmeyer, Director
(Typed or printed name and capacity of person signing application)

CR-93597

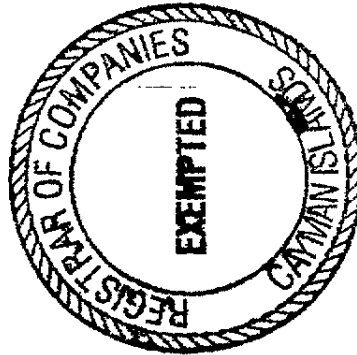
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

DAWDLER - 202, INC.

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-Fourth Day of January
Two Thousand One*

A handwritten signature in dark ink, appearing to be "L. L. L.", written over a horizontal line.

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

SECRETARY OF STATE
NASSAU, FLORIDA

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