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ACCOUNT NO. : 072100000032

REFERENCE : 006798 80537A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 14, 2001

ORDER TIME : 8:49 AM

ORDER NO. : 006798-005

CUSTOMER NO: 80537A

CUSTOMER: Gudrun M. Nickel, Esq
Gudrun Maria Nickel, P.a.
Suite 200
350 Fifth Avenue South
Naples, FL 34102

FILED
01 FEB 15 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300003705383--9

02/15/01--01032--002

*****70.00 *****70.00

FOREIGN FILINGS

NAME: BAROCCO HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

RECEIVED
01 FEB 15 AM 10:10
DIVISION OF CORPORATION

376
2/15

**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.**

FILED
FEB 15 AM 11:28
TALLAHASSEE
FLORIDA

1. BARROCO HOLDINGS INC.

(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. British Virgin Islands

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

3. Applied for

(FBI number, if applicable)

4. 08/16/1993

(Date of incorporation)

5. Perpetual

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

6. Upon 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.)

7. 1550 Caxambas Court

(Principal office address)

Marco Island, Florida 34145

(Current mailing address)

8. Real estate holdings

(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: Gerold Knauerhase

Office Address: 175 Society Court

Marco Island

(City)

Florida

34145

(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.

Gerold Knauerhase

(Registered agent's signature)

1/30/01

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Detlef Kaiser

Address: 1550 Caxambas Court

Marco Island, Florida 34145

Director: _____

Address: _____

B. OFFICERS

President: Detlef Kaiser

Address: 1550 Caxambas Court

Marco Island, Florida 34145

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

* 13. Detlef Kaiser

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

14. Detlef Kaiser, sole officer & director

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



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

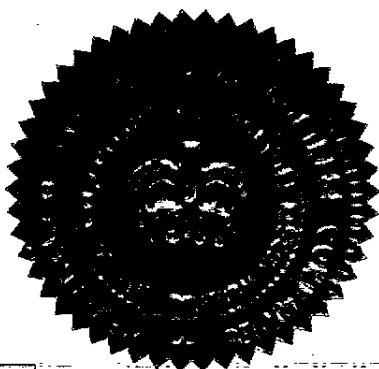
FILED
01 FEB 15 AM 11:28
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA
(Section 14)

No. 93200

BARROCO HOLDINGS INC.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 16th day of August, 1993 as Company No. 93200 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 30th day of January, 2001

CRTI004G

[Signature]
REGISTRAR OF COMPANIES

