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AUTHORIZATION :

Patricia Pizeto

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 4, 2001

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ORDER NO. : 104291-010

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CUSTOMER NO: 4311639

CUSTOMER: Rosa Wong, Legal Asst
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

FOREIGN FILINGS

NAME: MARLIN INTEGRATED CAPITAL
HOLDINGS CORPORATION

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -6 AM 11:22
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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: _____

BR 4/6

**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.**

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1. MARLIN INTEGRATED CAPITAL HOLDING 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. DELAWARE 3. 51-0394189
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 16, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease 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. 923 TOPPING DRIVE, KEY WEST, FLORIDA 33040
(Principal office address)
923 TOPPING DRIVE, KEY WEST, FLORIDA 33040
(Current mailing address)
8. ANY LAWFUL BUSINESS
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company **BRIAN COURTNEY, ASST. V.P.**

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: WARREN W. DEDRICK

Address: 923 TOPPINO DRIVE

KEY WEST, FLORIDA 33040

Director: _____

Address: _____

B. OFFICERS

President: WARREN W. DEDRICK

Address: 923 TOPPINO DRIVE

KEY WEST, FLORIDA 33040

Vice President: JOEL LEWIS

Address: 923 TOPPINO DRIVE

KEY WEST, FLORIDA 33040

Secretary: MARTIN GERMANIS

Address: 923 TOPPINO DRIVE, FLORIDA 33040

Treasurer: MARTIN GERMANIS

Address: 923 TOPPINO DRIVE, FLORIDA 33040

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. WARREN W. DEDRICK, Chief Executive Officer

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

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TALLAHASSEE, FLORIDA

12. Additional names and business address of Officers:

CEO: WARREN W. DEDRICK
Address: 923 TOPPINO DRIVE, KEY WEST, FLORIDA 33040

CFO: DAVID MUDDIMAN
923 TOPPINO DRIVE, KEY WEST, FLORIDA 33040

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARLIN INTEGRATED CAPITAL HOLDING CORPORATION" 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 FOURTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3107779 8300

AUTHENTICATION: 1063885

010165701

DATE: 04-04-01

FILED
01 APR - 9
SECRETARY'S OFFICE
DELAWARE