

F01000002083

Florida Department of State

Division of Corporations

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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

LONGBOAT KEY INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: LONGBOAT KEY INC.
REF: W01000008611

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: R01000039582
Letter Number: 501A00022601

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H01000039582

**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.**

1. Longboat Key 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 3. 52-2239934
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 31, 1998 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. _____
(Principal office address)

520 Brickell Key Drive, Suite O-305 Miami, FL 33131
(Current mailing address)

8. Real Estate Holding
(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)

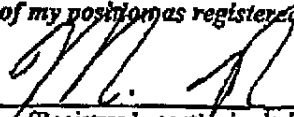
Name: Marco E. Rojas

Office Address: 520 Brickell Key Drive, Suite O-305

Miami, Florida 33131
(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)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Julio Geller

Address: 520 Brickell Key Drive, Suite 0-305

Miami, FL 33131

Vice President: _____

Address: _____

Secretary: Aloysio Lima Da Silveira Bulcao

Address: 520 Brickell Key Drive, Suite 0-305

Miami, FL 33131

Treasurer: _____

Address: _____

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

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

14. Julio Geller
(Typed or printed name and capacity of person signing application)

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

(CERTIFICATE OF GOOD STANDING

(Section 114)

No. 274329

LONGBOAT KEY 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 31st day of March, 1952 as Company No. 274329 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 9th day of April, 2001

CERT10043

REGISTRAR OF COMPANIES

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