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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CORAL CAY CONSERVATION EXPEDITIONS, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ADRIAN SINCLAIR 8000004338238--3
 (Name of Person) -06/01/01--01077--015
 *****70.00 *****70.00

 (Firm/Company)

725 NORTH ALA SUITE E-202
 (Address)

JUPITER FL 33477
 (City/State and Zip code)

For further information concerning this matter, please call:

ADRIAN SINCLAIR at (561) 741 - 3840
 (Name of Person) (Area Code & Daytime Telephone Number)

01 JUN - 1 11 0:38
 FILED
 TALLAHASSEE, FL

STREET ADDRESS:
 Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:
 Registration Section
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certificate of Status & Certified Copy
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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. CORAL CAY CONSERVATION EXPEDITIONS, 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. DELAWARE 3. 93-1284673
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DEC 12, 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. 3422 OLD CAPITAL TRAIL SUITE 700 WILMINGTON DELAWARE 19808
(Principal office address)
725 NORTH ALA SUITE E-202 JUDICER FL 33477.
(Current mailing address)

8. SCIENTIFIC EXPEDITION MANAGEMENT AND REPRESENTATION
(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: ADRIAN SINCLAIR

Office Address: 725 NORTH ALA SUITE E-202

JUDICER, Florida 33477
(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.

[Handwritten signature]
(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: PETER SEAN RAINES

Address: 71 BADMINTON ROAD LONDON SW12 8BL ENGLAND

Vice Chairman: ADRIAN SINCLAIR

Address: 725 NORTH A1A SUITE E-202 JUPITER FL 33477

Director: JONATHAN RIDLEY

Address: 86 LARKHALL RISE LONDON SW4 ENGLAND

Director: ALEX PAGE

Address: 87 NOVA ROAD CROYDON SURREY CR0 2TN ENGLAND

B. OFFICERS

President: PETER SEAN RAINES

Address: 71 BADMINTON ROAD LONDON SW12 8BL ENGLAND

Vice President: JONATHAN RIDLEY

Address: 86 LARKHALL RISE LONDON SW4 ENGLAND

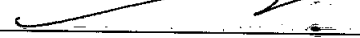
Secretary: ADRIAN SINCLAIR

Address: 725 NORTH A1A SUITE E-202 JUPITER FL 33477

Treasurer: ADRIAN SINCLAIR

Address: 725 NORTH A1A SUITE E-202 JUPITER FL 33477

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. ADRIAN SINCLAIR SECRETARY/TREASURER
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORAL CAY CONSERVATION EXPEDITIONS INC." 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 TENTH DAY OF MAY, A.D. 2001.

05-10-01 10:00 AM



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1126966

DATE: 05-10-01