

F01 200004119

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PIERWELL LIMITED INC.
(Name of corporation - must include suffix)

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-08/02/01--01074--008
*****70.00 *****70.00

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:

THOMAS C. ROBERGE, CPA
(Name of Person)

THOMAS C. ROBERGE & COMPANY
(Firm/Company)

1 BEACH DRIVE SE - SUITE 220
(Address)

ST. PETERSBURG, FLORIDA 33701
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

THOMAS C. ROBERGE at 727 822 9393
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RIA2

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. PIERWELL LIMITED 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. BAHAMAS

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

3. APPLIED FOR 52-2330622

(FEI number, if applicable)

4. SEPTEMBER 16, 1999

(Date of incorporation)

5. "PERPETUAL"

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

6. OCTOBER 1, 2001

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. C/O THOMAS C. ROBERGE, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

(Current mailing address)

8. REAL ESTATE RENTAL

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: THOMAS C. ROBERGE, CPA

Office Address: 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG

, Florida, 33701

(Zip Code)

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ALLAHASSEE, FLORIDA

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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.

[Signature] 7/3/01

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: JEAN PAUL STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Vice Chairman: INGEBORG STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Director: JEAN PAUL STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Director: THOMAS STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: JEAN PAUL STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Vice President: THOMAS STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Secretary: INGEBORG STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

Treasurer: JEAN PAUL STUCKY

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - STE 220
ST. PETERSBURG, FL 33701

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. JEAN PAUL STUCKY

CHMN, PRES 7/3/01
(Typed or printed name and capacity of person signing application)

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TALAHASSEE, FLORIDA

COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
(No. 45 of 2000)

CERTIFICATE OF GOOD STANDING (Section 189)

No. 96,175 B PIERWELL LIMITED

I, JACINDA P. BUTLER.....ASST. , Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~substituted~~) under the provision of the International Business Companies Act on the 16th day of September, 1999 as a Company No.96,175B of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 175 and 194 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet been 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 standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this 4TH day of JULY, 2001

* 2000(No. 45 of 2000)


ASST. REGISTRAR GENERAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA