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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOVEREIGN DEPOSITORY CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

400004488774--9
-07/23/01--01009--001
*****87.50 *****87.50

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:

W01-16917

VICTOR E. MATHURIN
(Name of Person)

SOVEREIGN DEPOSITORY CORPORATION
(Firm/Company)

25182 GOLF LAKE CIRCLE
(Address)

BONITA SPRINGS FL 34135
(City/State and Zip code)

For further information concerning this matter, please call:

VICTOR E MATHURIN at (941) 495-0824
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

mntw
8/27



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 23, 2001

VICTOR E. MATHURIN
25182 GOLF LAKE CIRCLE
BONITA SPRINGS, FL 34135

SUBJECT: SOVEREIGN DEPOSITORY CORPORATION
Ref. Number: W01000016917

We have received your document for SOVEREIGN DEPOSITORY CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A brief description of the entity's nature of business must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 301A00042825

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2001

VICTOR E. MATHURIN
25182 GOLF LAKE CIRCLE
BONITA SPRINGS, FL 34135

SUBJECT: SOVEREIGN DEPOSITORY CORPORATION
Ref. Number: W01000016917

We have received your document for SOVEREIGN DEPOSITORY CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 701A0004988

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TALLAHASSEE, FLORIDA

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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. SOVEREIGN DEPOSITORY 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. NEVADA 3. 88-0393924

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPTEMBER 24, 1998 5. _____

(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. 25182 GOLF LAKES CR BONITA SPRINGS FL 34135

(Principal office address)

SAME

(Current mailing address)

8. SAFE KEEPING OF DOCUMENTS

(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: VICTOR E. MATHURIN

Office Address: 25182 GOLF LAKE CR

BONITA SPRINGS Florida 34135

(City) (Zip code)

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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.

Victor E. Mathurin

(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: VICTOR E. MATHURIN

Address: 28152 GOLF LAKE CR
BONITA SPRINGS FL 34135

Vice Chairman: _____

Address: _____

Director: JAYSON MATHURIN

Address: 28152 GOLF LAKE CR
BONITA SPRINGE FL 34135

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

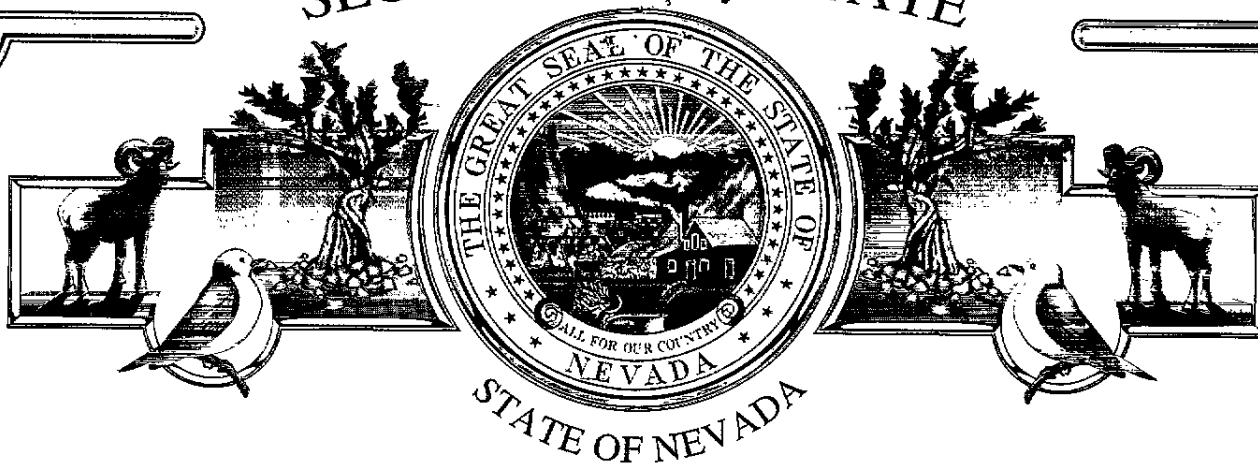
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TALLAHASSEE, FLORIDA

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

13. Victor E. Mathurin PRES
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VICTOR E. MATHURIN PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that **SOVEREIGN DEPOSITORY CORPORATION** is a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **September 24, 1998**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
Las Vegas, Nevada, on **July 2, 2001**



Dean Heller

Secretary of State

By *Laurie M. Burgess*
Certification Clerk

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TALLAHASSEE, FLORIDA