

F02000002611

LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW

112 SOUTH HIBISCUS ISLAND

MIAMI, FLORIDA 33139-5130

HILARY LANGEN *
ROLAND LANGEN *
CHRISTOPHER LANGEN +
MAX LANGEN *

TEL. (305) 674-0023

FAX (305) 674-0022

MAX@LANGEN.ORG

* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

May 15, 2002

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

900005575509--5
-05/20/02--01087--008
*****70.00 *****70.00

Attn: Register Foreign Corporations

Re: **MARIETTA B.V.I. CORPORATION**

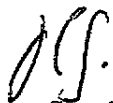
Dear Sirs:

I enclosed our trust account acheck for \$70.00 to cover the cost of filing the attached Application by Foreign corporation for Authorization to Transact Business in Florida form.

Please advise if you have any questions.

Thank you.

Yours sincerely,



Jose Santiago
Legal Assistant

E:\JCS\SECSTATE.LET

FILED
02 MAY 21 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M THOMAS
5/15/02

305 674 0022

**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. Marietta B.V.I 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. British Virgin Islands

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

3. _____

(FBI number, if applicable)

4. April 28, 1995

(Date of incorporation)

5. Perpetual

(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. c/o Citco B.V.I Limited, Wickhams Cay, PO BOX 662, Road Town, Tortola, B.V.I

(Principal office address)

PO Box 398570, Miami Beach, Florida 33239

(Current mailing address)

8. Legal Business (any and all legal business, especially real state and rental)

(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: c/o Hilary Langen, Esq.

Office Address: 112 S. Hibiscus Dr.

Miami Beach

(City)

, Florida 33139

(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.

FILED
02 MAY 21 AM 9 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

305 674 0022

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: Antonietta GrecoAddress: P.O. Box 398570Miami Beach, FL 33239-8570

B. OFFICERS

President: Antonietta Greco c/o Langen & Langen, P.A.Address: P.O. Box 398570Miami Beach, FL 33239-8570Vice President: Mauro Pierro c/o Langen & Langen, P.A.Address: P.O. Box 398570Miami Beach, FL 33239-8570Secretary: Antonietta GrecoAddress: same aboveTreasurer: Antonietta GrecoAddress: same above

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

13. Antonietta Greco

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

14. Antonietta Greco

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

FILED
02 MAY 21 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 148765

MARIETTA B.V.I. CORPORATION

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 28th day of April, 1995 as Company No. 148765 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 8th day of May, 2002

CRTI0040

REGISTRAR OF COMPANIES