

F02000003744

FREEMAN, BUTTERMAN, HABER, ROJAS & STANHAM, LLP.

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Juan C. Martinez
Edward A. Licitra
Jose M. Ferrer

* Also admitted in New York
^ Only admitted in New York
** Also admitted in Brazil
^^ Only admitted in New York and Colombia

July 19, 2002

300006545713--4
-07/22/02--01028--003
*****78.75 *****78.75

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: J.L. Gregori, Inc.

Dear Sir or Madam:

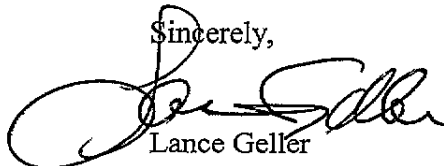
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and our firm's operating account check (#011524) in the amount of \$78.75 are submitted to register the above-referenced foreign corporation to transact business in Florida and for a certified copy of such registration.

Please return all correspondence concerning this matter to the following:

Lance Geller, Esq.
Freeman, Buttermann, Haber, Rojas & Stanham, LLP.
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131

For further information concerning this matter, please contact the undersigned at (305) 374-3800.

Sincerely,


Lance Geller

LG/pmr
Enclosures

520 Brickell Key Drive, Suite O-305, Miami, FL 33131 Tel: (305) 374-3800 Fax: (305) 374-1156
e-mail: firm@fbhr.com
World Wide Web <http://fbhr.com>

APPROVED
AND
FILED
02 JUL 22 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**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. SCI J.L. Gregori, 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. France 3. 65-1120778
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/19/62 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. 8350 N.W. 56 Street, Miami, Florida 33166
(Principal office address)

8350 N.W. 56 Street, Miami, Florida 33166
(Current mailing address)

8. Real Estate Investment
(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: Lance Geller

Office Address: 520 Brickell Key Drive, Suite D-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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 22 AM 10:19

APPROVED
AND
FILED

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

A. DIRECTORS

Chairman: Christophe Leclerc
Address: 83 N.W. 56 Street
Miami, Florida 33166

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: JEAN LOUIS GREGORI
Address: 8350 N.W. 56 Street
Miami, Florida 33166

Vice President: XAVIER JEAN GREGORI
Address: 8350 N.W. 56 Street
Miami, Florida 33166

Secretary: CHRISTOPHE LECLERC
Address: 8350 N.W. 56 Street
Miami, Florida 33166

Treasurer:

Address:

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.

CHRISTOPHE LECLERC, SECRETARY

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

02 JUL 22 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

TRANSLATION FROM FRENCH TO ENGLISH

TOULOUSE
NOTARY PUBLIC
COMMISSION OF COMMERCE (31 - 02)

06/ 11/ 2002

PAGE No. 1

Model K BIS

**COMMERCE AND CORPORATION
REGISTRATION SUMMARY**

R.C.S. OFFICIAL REGISTRATION DATE: 02/14/1992

REGISTRY OF COMMERCE No.

R. C. S. : TOULOUSE 384 388 062. DOCUMENT NUMBER : 92 D 105

CORPORATION NAME OR DENOMINATION

S C I J. L. GREGORI

OTHERS

NOTHING TO REPORT

COMMERCIAL NAME

NOTHING TO REPORT

DENOMINATION AND CAPITAL

REAL ESTATE CIVIL CORPORATION

WITH A 152.449.02 EUR. (FIXED) CAPITAL

CORPORATION ADDRESS

RN 20 - SAINT JORY - 31790 SAINT JORY

CORPORATION ADMINISTRATION

— MANAGER

PATRONYMIC NAME : MR. GREGORI

MIDDLE, LAST NAME (S) JEAN LOUIS

RN 20 - SAINT JORY - 31790 SAINT JORY

BORN ON 03/21/1936 IN BOUFARIK (ALGERIAN)

NATIONALITY - FRENCH

CAPITAL FUNDS ORIGIN

CREATION

ACTIVITIES PERFORMED / PRACTICES

PROPERTY MANAGEMENT, EXPLOITATION (TAX) BY LEASING, OR RENTING REAL ESTATE.

EMBLEM

NOTHING TO REPORT

ADDRESS OF THE OFFICIAL ESTABLISHMENT

RN 20 - SAINT JORY - 31790 SAINT JORY

STARTING DATE OF EXPLOITATION

02 / 19 / 1962

FIRST NOTICE PUBLISHED IN THE B. O. D. A. C. C.

NOTHING TO REPORT

LANDLORD - PREVIOUS TAX EXPLOITER

NOTHING TO REPORT

TITLE & DATE OF LEGAL NEWSPAPER ANNOUNCEMENT

NOTHING TO REPORT

ADDRESS ELECTION FOR THE OPPOSITION

NOTHING TO REPORT

Omaira Sinclair
OMAIRA SINCLAIR / TRANSLATOR
SINCLAIR TRANSLATION SERVICES INC.
3413 N.W. 17th Avenue / Miami Florida 33142
Tel. (305) 860-0824 / (305) 633-2282



[Signature]
OFFICIAL NOTARY SEAL
NOTARIAL PUBLIC SIGNATURE
COMMISSION NUMBER
CC879569
MY COMMISSION EXPIRES
OCT. 3.2003

TRANSLATION FROM FRENCH TO ENGLISH

SUMMARY (CONTINUE)

06/ 11/ 2002

PAGE No. 2

R. C. S. : TOULOUSE 384 388 062. DOCUMENT No. : 92 D 105.

PURPOSE OF THE CORPORATION

THE PURPOSE OF THE CORPORATION DOES NOT HAVE TO BE ENTERED IN THE DECLARATION REQUESTED AT REGISTRATION AND IS REPLACED BY THE OFFICIAL ACTIVITIES OF THE BUSINESS. DECREE No. 87-970- OF 12/ 03/ 1987.

DURATION OF THE CORPORATION

30 YEARS, FROM 02/ 19/ 1962 TO 02/ 18/ 2042

DATE AND INSCRIPTION NUMBER OF THE NOTARY PUBLIC REGISTRATION

02/ 14/ 1992. NUMBER- A 1128

DATE AND TITLE OF THE LEGAL NEWSPAPER ANNOUNCEMENT

"LA CROIX DU MONDI , LE"

METHOD OF CAPITAL- FUNDS EXPLOITATION

DIRECT EXPLOITATION

ANNEXES

MODIFICATION No. 0-1 7 4 1 8 OF THE 11/ 18/ 1994 (EXPLOITATION)

CAPITAL GAIN

FOR THE 10/ 20/ 1994 PERIOD, WHICH HAS DECIDED TO INCREASE CAPITAL FUNDS FROM 500.000 FRANCS TO 1,000.000 FRANCS.

ON ACCOUNT OF THE 10/ 20/ 1994 (EXPLOITATION).

AN INDEPENDENT OPINION OF THE 11/ 18/ 1994 (EXPLOITATION).

MODIFICATION No. 0- 3 9 1 9 OF THE 03/ 08/ 1996

PRECISION MODIFICATION

CORPORATION INITIAL EXPLOITATION ADJUSTMENTS HENCEFORTH ESTABLISHED FOR 02/ 19/ 1962

MODIFICATION No. 0- 4 9 6 9 OF THE 02/ 20/ 2002 (EXPLOITATION).

EXTENSION OF THE DURATION

THE INITIAL DURATION OF THE CORPORATION WHICH IS FIXED FOR 40 YEARS, IS PROLONGED FOR 40 YEARS AFTER 01/ 17/ 2002.

DATE TO GO INTO EFFECT: 01/ 17/ 2002.

OBSERVATIONS

NOTHING TO REPORT

OTHER ESTABLISHMENT IN THE RESORT (AREA)

NOTHING TO REPORT

SECONDARY REGISTRATION

NOTHING TO REPORT

END OF SUMMARY CONSISTING OF 2 PAGES

ANY MODIFICATION OR FALSIFICATION OF THE PRESENT SUMMARY LEADS TO PENAL LAWSUIT. ONLY THE PUBLIC SERVANT IS LEGALLY COMPETENT TO DELIVER ORIGINAL SIGNED SUMMARIES. ANY REPRODUCTION OF THE PRESENT SUMMARY, HAS NO VALUE, EVEN IF IT IS CERTIFIED.

CERTIFIED SUMMARY IN ACCORDANCE AND DELIVERED ON 06/ 11/ 2002

*** BY A PUBLIC SERVANT :

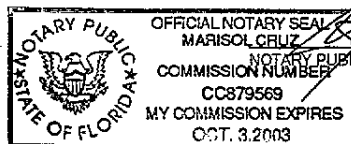
(Ink stamp placed here)

TOULOUSE NOTARY PUBLIC
COMMISSION OF COMMERCE
SCP J. LECINE - BARAT

(Signature placed here)

SEAL AND SIGNED

OMAIRA SINCLAIR / TRANSLATOR
3413 N.W. 17th Avenue
Miami, Florida 33142
Tel. (305) 633-2282



TRANSLATION FROM FRENCH TO ENGLISH

(Logo placed here)
No. 10640 * 03
No. 50291 # 03

No. 366 - 3

TAX ASSESSMENT CENTER

YEAR 2001
(12 / 31 / 2001 EVENT)

DESIGNATION OF THE PERSON REQUESTING

1. NAME, MIDDLE NAME, DENOMINATION: S C I J. L. GREGORI
2. ADDRESS OF THE OFFICIAL CORPORATION ESTABLISHMENT:
R N 20
3 1 7 9 0 SAINT - JORY
3. STREET No. : 3 8 4 - 3 8 8 - 0 6 2 0 0 0 1 8

SIGNED AT ST-JORY ON 06 / 12 / 2002

(Signature placed here)

(Signature of the person requesting)

(PRINTED SIGNATURE PLACED HERE)
J. L. GREGORI, MANAGER

RESERVED FOR THE ADMINISTRATION

RECEIVING DATE OF THE APPLICATION: 06 / 20 / 01

THE RESPONSIBLE FOR THE TAX CENTER TESTIFIES THAT ON DECEMBER 31st 2001, THE PERSON REQUESTING
IS UP TO DATE WITH THE DECLARATION OF TAXES OVER THE TOTAL AMOUNT COMBINED UP TO DATE.

DATE: 06 / 20 / 2001

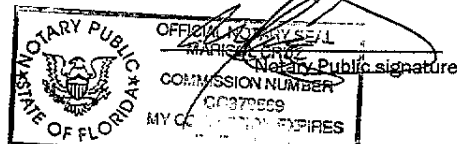
S C I J. L. GREGORI

(Ink Stamp placed here)

SEAL DESCRIPTION SPECIFICATION:
MAIN BRANCH OF TAXES OF TOULOUSE NORTH
DATE: 06 / 20 / 02
3 1 0 9 8 TOULOUSE CEDEX
TELEPHONE 05 61 58 60 52
A D F 30001 00333 0000C050011901

SIGNATURE AND SEAL OF THE OFFICIAL TAX ASSESSMENT
CENTER
(SIGNATURE PLACED HERE)
JEAN- BAPTISTE RAPHAEL

Omaira Sinclair
OMAIRA SINCLAIR / TRANSLATOR
3413 N.W. 17th Avenue
Miami, Florida 33142
Tel (305) 633-2282



TRANSLATION FROM FRENCH TO ENGLISH

(Logo placed here)
No. 10640 * 03
No. 50291 # 03

No. 366 - 2

TAX ASSESSMENT CENTER

YEAR 2001
(12 / 31 / 2001 EVENT)

DESIGNATION OF THE PERSON REQUESTING

1. NAME, MIDDLE NAME, DENOMINATION: SCI J. L. GREGORI

2. ADDRESS OF THE OFFICIAL CORPORATION ESTABLISHMENT:

R N 20

31790 SAINT - JORY

3. STREET No.: 384-388-06200018

SIGNED AT ST-JORY ON 06/12/2002

(Signature placed here)

(Signature of the person requesting)

(PRINTED SIGNATURE PLACED HERE)

J. L. GREGORI, MANAGER

RESERVED FOR THE ADMINISTRATION

RECEIVING DATE OF THE APPLICATION: 06/18/02

THE PUBLIC SERVANT TESTIFIED THAT ON DECEMBER 31st 2001

SCI J. L. GREGORI

HE IS UP TO DATE WITH HIS OBLIGATIONS IN REGARD TO THE TAXES AND ANY OTHER FUTURE PENALTIES.

(Ink Stamp placed here)

SEAL DESCRIPTION SPECIFICATION:
MAIN BRANCH OF TAXES OF TOULOUSE NORTH
DATE: 06/18/02
31098 TOULOUSE CEDEX
TELEPHONE 05 61 58 60 52
A D F 30001 00333 00000050011901

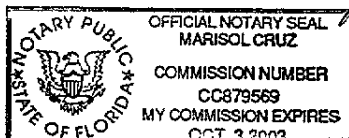
SIGNATURE AND SEAL OF THE OFFICIAL TAX COLLECTOR

(SIGNATURE PLACED HERE)

R. MAYLIN

Omaira Sinclair

OMAIRA SINCLAIR / TRANSLATOR
3413 N.W. 17th Avenue
Miami, Florida 33142
Tel (305) 633-2282



[Signature]
Notary Public signature

EXTRA SPECIFICATIONS

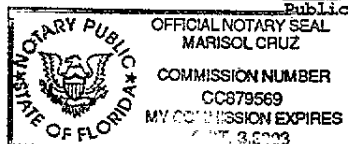
Please note that on the original translated document titled "COMMERCE AND CORPORATION REGISTRATION SUMMARY" they are ink stamps and signatures located in certain areas, these can be easily located, since they are underlined, in small letters and in parenthesis. On page # 2, there is an ink stamp with a signature located at the lower left area of the document. There is also, a signature which belongs to SCP J. LECINE - BARAT, who is the Notary Public of the TOULOUSE COMMISSION OF COMMERCE in France. The background of the document consist of a light blue seal of the republic of France, carrying a picture of the statue of liberty, and the words "Commission of Commerce". Also note that they are two original receipts No. 366 -2 and 366-3 Titled as 'TAX CENTER ATTESTATION' these carries original signatures from the administrative state officials in Toulouse, as well as ink stamps.

Note: Kindly observe that the original Tax assessment document 366-2 the year 2001 has been corrected to read 2002.

I, Omaira Sinclair hereby **C E R T I F Y** that to the best of my knowledge and belief, this is a true and correct translation of the four (4) original documents presented to me to be translated from French to English and that I am professionally competent with knowledge in both languages to render such translation. These Documents have been translated on this 10th day of July of the year two thousand two.


Omaira Sinclair / Translator

SINCLAIR TRANSLATION SERVICES Inc.
P.O. Box 015281
Miami, Florida 33101
Tel. (305) 860-0824 / (305) 633-2282
Fax. (305) 635-7476



GREFFE

11/06/2002 - FOLIO No 1

DU
TRIBUNAL DE COMMERCE
DE TOULOUSE (31-02)

Modele K BIS

=====

EXTRAIT DU REGISTRE
DU COMMERCE ET DES SOCIETES

=====

IMMATRICULATION PRINCIPALE AU R.C.S EN DATE DU 14/02/1992

No DE REGISTRE DU COMMERCE

R.C.S : TOULOUSE 384 388 062. No de GESTION : 92 D 105.

RAISON SOCIALE OU DENOMINATION

SCI J.L.GREGORI

SIGLE

NEANT

NOM COMMERCIAL

NEANT

FORME ET CAPITAL

SOCIETE CIVILE IMMOBILIERE

AU CAPITAL DE 152 449.02 EUR (FIXE)

ADRESSE DU SIEGE SOCIAL

RN 20 - SAINT JORY - 31790 SAINT JORY

ADMINISTRATION DE LA SOCIETE

---- GERANT

NOM PATRONYMIQUE : MR GREGORI

PRENOM(S) : JEAN LOUIS

RN 20 - SAINT JORY - 31790 SAINT JORY

NE(E) LE 21/03/1936 A BOUFARIK (ALGERIE)

NATIONALITE FRANCAISE

ORIGINE DU FONDS

CREATION

ACTIVITE EXERCEE

PROPRIETE, AMENAGEMENTS, EXPLOITATION PAR BAIL OU LOCATION DE BIENS

IMMOBILIERS

ENSEIGNE

NEANT

ADRESSE DU PRINCIPAL ETABLISSEMENT

RN 20 - SAINT JORY - 31790 SAINT JORY

DATE DU COMMENCEMENT DE L'EXPLOITATION

19/02/1962

PREMIER AVIS PUBLIE AU B.O.D.A.C.C

NEANT

PROPRIETAIRE - EXPLOITANT PRECEDENT

NEANT

TITRE ET DATE DU JOURNAL D'ANNONCES LEGALES

NEANT

ELECTION DE DOMICILE POUR LES OPPOSITIONS

NEANT

EXTRAIT (SUITE)

11/06/2002 - FOLIO No 2

R.C.S : TOULOUSE 384 388 062. No de GESTION : 92 D 105.

OBJET SOCIAL

L'OBJET SOCIAL N'A PLUS A ETRE DECLARE DANS LA DEMANDE D'IMMATRICULATION
ET EST REMPLACE PAR LES ACTIVITES PRINCIPALES DE L'ENTREPRISE.
DECRET No 87-970 DU 03/12/1987.

DUREE DE LA SOCIETE

80 ANS, DU 19/02/1962 AU 18/02/2042

DATE ET No DE DEPOT DE L'ACTE AU GREFFE

LE 14/02/1992. No A 1128

TITRE ET DATE DU JOURNAL D'ANNONCES LEGALES

LA CROIX DU MIDI , LE

MODE D'EXPLOITATION DU FONDS

EXPLOITATION DIRECTE

ANNEXES

---- MODIFICATIVE DU 18/11/1994 No 0-17418

AUGMENTATION DE CAPITAL

PAR AGE DU 20.10.94, IL A ETE DECIDE DE PORTER LE CAPITAL DE 500 000 FRF
A 1 000 000 FRF.

A COMPTER DU 20.10.94

L'OPINION INDEPENDANTE DU 18.11.94

---- MODIFICATIVE DU 08/03/1996 No 0-3919

PRECISION MODIFICATIVE

RECTIFICATION DE LA DATE DE COMMENCEMENT D'EXPLOITATION DE LA SOCIETE
DESORMAIS FIXEE AU 19.02.1962-

---- MODIFICATIVE DU 20/02/2002 No 0-4969

PROROGATION DE DUREE

LA DUREE INITIALE DE LA SOCIETE FIXEE A 40 ANS EST PROROGEE DE 40 ANS

PV DU 17.01.2002

DATE D'EFFET : 17/01/2002.

OBSERVATIONS

NEANT

AUTRES ETABLISSEMENTS DANS LE RESSORT

NEANT

IMMATRICULATIONS SECONDAIRES

NEANT

FIN DE L'EXTRAIT COMPRENANT 2 PAGES

=====

TOUTE MODIFICATION OU FALSIFICATION DU PRESENT EXTRAIT EXPOSE A DES
POURSUITES PENALES. SEUL LE GREFFIER EST LEGALEMENT HABILITE A DELIVRER
DES EXTRAITS SIGNES EN ORIGINAL. TOUTE REPRODUCTION DU PRESENT EXTRAIT,
MEME CERTIFIEE CONFORME, EST SANS VALEUR

=====

POUR EXTRAIT CERTIFIE CONFORME ET DELIVRE LE 11/06/2002

*** LE GREFFIER :

Greffier du Tribunal de Commerce
de Toulouse

SCP J. LECINE-BARAT

(Lecine Barat)

LE SCEAU CI-DESSUS DE COULEUR BLEUE SIGNIFIE QUE VOUS
ETES EN PRESENCE D'UN ORIGINAL EMANANT DU GREFFE