



FO2000003827

ACCOUNT NO. : 072100000032

REFERENCE : 676358 81793A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 105.00

ORDER DATE : July 24, 2002

ORDER TIME : 11:30 AM

ORDER NO. : 676358-005

CUSTOMER NO: 81793A

CUSTOMER: Brad Gross, Esq
Becker & Poliakoff, P.a.
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

RECEIVED JUL 24 PM 1:18
GENERAL COUNSEL
OFFICE OF THE ATTORNEY GENERAL
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FOREIGN FILINGS

1/24

NAME: NEW CASTLE PAYMENT CO. A.V.V.

100006624771 -- 8

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (2) CERTIFIED COPY
- XX (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

W02-21395
VB
7-26-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

NORMA HULL
CSC

SUBJECT: NEW CASTLE PAYMENT CO. A.V.V.
Ref. Number: W02000021395

We have received your document for NEW CASTLE PAYMENT CO. A.V.V. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "Ltd. Co." "L.C." or "L.L.C."

The cost limit should be \$195.00.,

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 402A00045042

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 24 PM 1:13

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AND
FILED

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. New Castle Payment Co. A.V.V.
(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. Aruba 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/22/02 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. Sta. Cruz 62A, Sta. Cruz, Aruba
(Principal office address)

Sta. Cruz 62A, Sta. Cruz, Aruba
(Current mailing address)


8. Investment in real property; Investment in securities; Acquisition and use of intellectual property.
(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: BRADLEY GROSS, Esq
Office Address: 5201 Blue Lagoon Drive, #100
Miami, Florida 33126
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Aruba Fiduciary Management Services N.V.

Address: Sta. Cruz 62A, Sta. Cruz, Aruba

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Bradley Gross

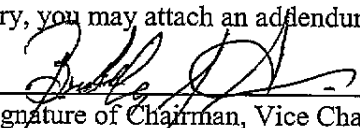
Address: 5201 Blue Lagoon Drive, #100 Miami, FL 33126

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. BRADLEY J. GROSS - Secretary
(Typed or printed name and capacity of person signing application)

4 FLORIN



ARUBA

The undersigned, Dr. Jan Warmolt Bodeker, civil law notary in Aruba, hereby certifies that:

- I) **NEW CASTLE PAYMENT CO. A.V.V.** a limited liability corporation established in Aruba, has been legally in existence since April 22, 2002 on which date the Notarial deed was executed as approved by the Minister of Justice of Aruba on April 19, 2002 no. 9035/A.V.V.
- II) **NEW CASTLE PAYMENT CO. A.V.V.** is registered with the Trade Register of the Chamber of Commerce and Industry of Aruba under number 28873.
- III) **ARUBA FIDUCIARY MANAGEMENT SERVICES N.V.** is the managing director and legal representative of the corporation and represents the corporation and legally binds same.
- IV) **NEW CASTLE PAYMENT CO. A.V.V.** is duly existing as a corporation in Good Standing under the laws of Aruba.

This certificate does in no way express or imply a representation and or opinion as to the financial standing of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand after having affixed the official seal of office, this 25th day of April, 2002.

