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*** ADMITTED IN FLORIDA AND BEFORE THE PATENT AND TRADEMARK OFFICE
**** ADMITTED IN FLORIDA, NEW JERSEY, AND PENNSYLVANIA

September 12, 2002

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

500007770245--9
-09/16/02-01058--021
*****70.00 *****70.00

Attn: Register Foreign Corporations

Re: HAYWOOD VENTURES LIMITED

Dear Sirs:

BK

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

Please advise if you have any questions.

Thank you very much.

Yours sincerely,



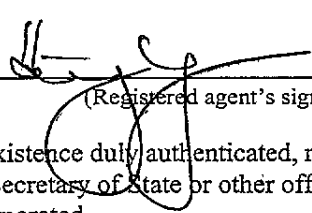
Jose Santiago
Legal Assistant

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FILED
02 SEP 16 AM 8:56
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. Haywood Ventures Limited (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. Bahamas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 22, 2000 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. c/o Citco Bahamas - One Montague Place, 1st Floor, East Bay Street, Nassau, Bahamas
(Principal office address)
112 South Hibiscus Drive - Miami Beach, Florida 33139-5130
(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 South Hibiscus Drive
Miami Beach, Florida 33139-5130
(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.
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(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: Sigillata Corp., a Bahamas company

Address: c/o Citco Bahamas, One Montague Place, 1st Floor, East Bay Street, Nassau, Bahamas

Director: _____

Address: _____

B. OFFICERS

President: Sigillata Corp., a Bahamas company

Address: c/o Citco Bahamas, One Montague Place, 1st Floor, East Bay Street, Nassau, Bahamas

Vice President: _____

Address: _____

Secretary: Sigillata Corp., a Bahamas company

Address: same as above

Treasurer: Sigillata Corp., a Bahamas company

Address: same as above

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

13. By: Sigillata Corp., its Director By: [Signature] as Attorney & Agent
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Christopher Langen, President of Sigillata Corp., Director of Applicant
(Typed or printed name and capacity of person signing application)

FILED
02 SEP 16 AM 8 56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

9/12/02

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

CERTIFICATE OF GOOD STANDING (Section 139)

No. 116,502 B * HAYWOOD VENTURES LIMITED

I, STERLING R.L. QUANT, Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~registered~~) under the provision of the International Business Companies Act 2000, (No. 45 of 2000) on the 22ND day of NOVEMBER, 2000 as a Company No. * 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 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 Nassau
in the Commonwealth of The Bahamas
this 8TH day of MAY, 2002

Sterling R.L. Quant.
REGISTRAR GENERAL

SEP 16 AM 8:56
SECRETARY OF STATE
NASSAU, FLORIDA