

Sep 27 2002 1:38 PM

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Division of Corporations

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FOREIGN PROFIT QUALIFICATION

RABCO EUROPE LIMITED COMPANY

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Sep-28-02 09:27pm From: RICHIE & GUERINGER P.C.

5122969230

T-542 P.02 F-358

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. Rabco Europe Limited Company
(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. United Kingdom 3. 98-0380603
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 4, 2001 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. 2706 Rew Circle, Suite 100, Ocoee, Florida 34761
(Principal office address)
P.O. Box 27, Ocoee, Florida 34761-0027
(Current mailing address)
8. Banking
(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: Lawrence E. Cox
Office Address: 2706 Rew Circle, Suite 100
Ocoee, Florida 34761
(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.


(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.

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Sep-28-02 03:27pm From: RICHIE & GUERINGER P.C.

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T-542 P.03 F-358

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

A. DIRECTORS

Chairman: Ronald J. Raboud
 Address: 2706 Row Circle, Suite 100
Ocoee, Florida 34761

Vice Chairman: Lawrence E. Cox
 Address: 2706 Row Circle, Suite 100
Ocoee, Florida 34761

Director: Emmett C. Owens, III
 Address: 2706 Row Circle, Suite 100
Ocoee, Florida 34761

Director: Kevin Lennie
 Address: 100 New Bridge Street
London EC4V 6JA ENGLAND

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B. OFFICERS

President: _____
 Address: _____

Vice President: _____
 Address: _____

Secretary: _____
 Address: _____

Treasurer: _____
 Address: _____

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

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

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

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Sep-28-02 03:28pm From-RICHIE & GUERINGER P.C.

5122360230

T-542 P.04

F-358

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

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Graham Richard Lomax

Address: 100 New Bridge Street

London EC4V 6JA ENGLAND

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature]

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

14. Lawrence E. Cox, Vice Chairman

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

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THE COMPANIES ACT 1985

Company No. 4246219

The Registrar of Companies for England and Wales hereby certifies that

RABCO EUROPE LIMITED (originally called ATTACHMAIL LIMITED, which name was changed by special resolution on 21st August 2001 to RABCO EUROPE LIMITED) was incorporated under the Companies Act 1985 as a limited company on 4th July 2001.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.

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TALLAHASSEE, FLORIDA

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Given at Companies House, Cardiff the 27th September 2002

T. Cosh
TANIA COSH

for the Registrar of Companies



Companies House

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