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SEEMANN & SCHUTT

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Division of Corporations

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FOREIGN PROFIT QUALIFICATION

B&M E.R.O. Overseas Limited

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

9-25-03

(Fax Audit No. H03000248790 5)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH § 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Corporation Name: **B&M E.R.O. OVERSEAS LIMITED CORPORATION**
2. Country of Incorporation: **British Virgin Islands**
3. FEI Number: **98-0375026**
4. Date of Incorporation: **11 February 1993**
5. Duration: **Perpetual**
6. Date first transacted business in Florida. **UPON QUALIFICATION**
7. Principal Address: **1105 Cape Coral Parkway E., Suite C, Cape Coral, Florida 33904**
8. Corporation Purpose: **Any activity which is not in violation of the laws of the British Virgin Islands or any other jurisdiction in which the Corporation registers to do business.**
9. Name and street address of Florida registered agent:

Name: **Darrin R. Schutt, Esq.**
Office Address: **1105 Cape Coral Parkway East, Suite C
Cape Coral, Florida 33904**

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)

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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

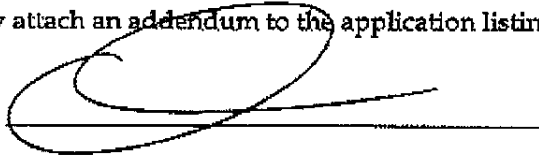
Chairman: None
Address:
Vice Chairman: None
Address:
Director: Bodo Baecker
Address: 1105 Cape Coral Parkway East, Suite C, Cape Coral, Florida 33904

B. OFFICERS

President: Bodo Baecker
Address: 1105 Cape Coral Parkway East, Suite C, Cape Coral, Florida 33904
Vice President: None
Address:
Secretary: None
Address:
Treasurer: Darrin R. Schutt
Address: 1105 Cape Coral Parkway East, Suite C, Cape Coral, Florida 33904

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

13. Signature of Officer:



14. Typed or printed name and capacity of person signing application:

Darrin R. Schutt, Treasurer

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

CERTIFICATE OF GOOD STANDING

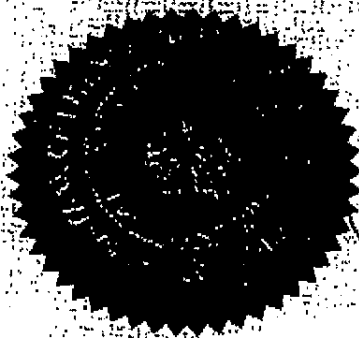
(Section 114)

No. 78632

B&M E.R.O. OVERSEAS LIMITED

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 11th day of February, 1993 as Company No. 78632 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 10th day of September, 2003

REGISTRAR OF COMPANIES

Ag. Asst.

CERT0040

