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02/17/05--01034--006 **87.50

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TALLAHASSEE, FLORIDA

T. Brumbley MAY 12 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EBR Holding Limited, Co.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas W. Dvorak
(Name of Person)

Kohl Richard Tanzer, P.A.
(Firm/Company)

2055 South Kanner Highway,
(Address)

Stuart, Florida 34994
(City/State and Zip code)

For further information concerning this matter, please call:

Thomas W. Dvorak at (772) 223 - 9999
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 22, 2005

THOMAS W. DVORAK
KOHL RICHARD TANZER, P.A.
2055 S KANNER HWY
STUART, FL 34994

SUBJECT: EBR HOLDING LIMITED, CO.
Ref. Number: W05000008883

We have received your document for EBR HOLDING LIMITED, CO. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore the total amount due to cover both annual report/uniform business report and penalty fees is \$1950.00.

The total amount due is \$2037.50.

There is a balance due of \$1950.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 905A00019609

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STATE



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 21, 2005

THOMAS W. DVORAK
KOHL RICHARD TANZER, P.A.
2055 S KANNER HWY
STUART, FL 34994

SUBJECT: EBR HOLDING LIMITED, CO.
Ref. Number: W05000008883

We have received your document for EBR HOLDING LIMITED, CO. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3450.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 405A00011987

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KOHL · RICHARD · TANZER
PROFESSIONAL ASSOCIATION OF ATTORNEYS

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2055 SOUTH KANNER HIGHWAY
STUART, FLORIDA 34994

TELEPHONE 772-223-9999
FACSIMILE 772-223-9008

BOCA RATON OFFICE
1200 NORTH FEDERAL HIGHWAY
SUITE 200
BOCA RATON, FLORIDA 33432

TELEPHONE 561-210-8510
FACSIMILE 561-210-8511

ROBERT C. SOMMERVILLE
OF COUNSEL

March 16, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Trevor Brumbley
Document Specialist

RE: EBR Holding Limited, Co.

Dear Ms. Brumbley:

Please be advised EBR Holding Limited, Co., a Bahamian company (the "Company") applied for the Certificate of Authority to Transact Business in the State of Florida on February 15, 2005 with the Florida Department of State, Division of Corporations, together with the standard filing fees of \$87.50. On February 21, 2005 the Division denied the application stating the Company owes annual report fees and civil penalty fees totaling (\$3,450.00) for the years 2002, 2003, 2004. In arriving at this figure the Department assessed the Company the maximum civil penalty pursuant to Florida Statutes (\$1,000.00 per each year the Company transacted business in the State of Florida without authorization).

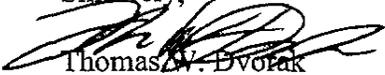
Please be advised this maximum penalty places a tremendous financial burden on the Company, thereby hampering its ability to receive necessary authorization to transact business in the state of Florida and compelling the Company to not be in compliance with Florida law.

In order to assure compliance with Florida Statutes, please reduce the civil penalty amount to \$500.00 per year (the minimum promulgated penalty pursuant to Florida Statute § 607.1502). This reduces the penalty amount from \$3,000.00 to \$1,500.00, for a total due of \$1,950.

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TALLAHASSEE, FLORIDA

Please except this proposal in order to ensure the Company is in good standing with Florida law.

Sincerely,



Thomas W. Dvorak

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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. EBR Holding Limited, Co.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. The Commonwealth of The Bahamas 3. 890368207
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 30, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2002
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Queen's Highway, Great Exuma, Bahamas
(Principal office address)

P.O. Box 4839, Nassau, Bahamas
(Current mailing address)

8. Administrative functions associated with real estate development in the Bahamas
(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 NOT acceptable)

Name: N. Dean Kohl, Jr.

Office Address: 2055 South Kanner Highway

Stuart, Florida 34994
(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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Owen Casey Moran
Address: 396 Coconut Palm Rd.
Boca Raton, FL 33432

Vice Chairman: _____
Address: _____

Director: Kevin Clemente
Address: 7425 NE 8th Ct.
Boca Raton, FL 33478

Director: William Milmoie
Address: 5811 NE 14th Lane, Suite 505
Fort Lauderdale, FL 33334

B. OFFICERS

President: Kevin Clemente
Address: 7425 NE 8th Ct.
Boca Raton, FL 33478

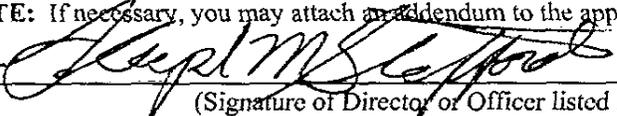
Vice President: Lloyd Stafford
Address: 6151 La Vita Terrace
Boca Raton, FL 33432

Secretary: Keith Boheim
Address: 514 Earth City Expressway, Suite 233, Earth City, MO 63045

Treasurer: William Milmoie
Address: 5811 NE 14th Lane, Suite 505 Fort Lauderdale, FL 33334

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. LLOYD M. STAFFORD, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

EBR HOLDING LIMITED
Listing of Officers and Directors

Kevin Clemente 7425 NE 8 th Ct. Boca Raton, FL. 33478 USA	Chief Executive Officer/President and Director
William Milmo c/o W.H. MILMOE & Assoc. 5811 NE 14 th Lane, Suite # 505 Ft. Lauderdale, FL. 33334 USA	CFO, Treasurer, and Director
Alan Campey 2727 S. Ocean Blvd., Apt 501 Highland Beach, FL. 33487 USA	VP, Asset Manager, and Asst Secretary
Lloyd Stafford 6151 La Vita Terrace Boca Raton, FL. 33432 USA	VP and COO
Ramon Clemente 9601 SW 142 Avenue, Apt. 913 Miami, Fl. 33186	VP, Director of Finance
Donald L. Smith 1806 Sabal Palm Circle Boca Raton, FL. 33432 USA	Director
Owen Casey Moran 396 Coconut Palm Rd. Boca Raton, FL. 33432 USA	Chairman of the Board and Director
Vincent Benya 869 Via Cabana, PH1 Boca Raton, FL. 33432 USA	Director
Leroy Bowe Wulfi Road & "E" Street PO Box N515, Nassau, Bahamas	Director
Lawrence Burgdorf The Schwan Foundation 514 Earth City Expressway, Suite 233 Earth City, MO. 63045 USA	Director
Keith Boehm The Schwan Foundation 514 Earth City Expressway, Suite 233 Earth City, MO. 63045 USA	Secretary and Director
Robert D. Armstrong The Buccancer Hotel Box 218, Christiansted St. Croix, USVI 00802	Director
Jean Moran 396 Coconut Palm Rd. Boca Raton, FL. 33432 USA	Director

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TALLAHASSEE, FLORIDA

Dated 16th day of April A.D., 2004

Alan Campey, Assistant Secretary



Commonwealth of The Bahamas
Registrar General's Department
Certificate of Good Standing

No. 49107

EBR HOLDING LIMITED

I, JACINDA P. BUTLER, Assistant Registrar General of the Commonwealth of The Bahamas, Do
Hereby Certify That:

1. The above Company was duly incorporated under the provision of the Companies Act 1992 (No. 18 of 1992) on the 30th day of October, 2001 as Company No. 49107 of the Register of Companies.
2. The name of the Company is still on the Register of Companies and the Company has paid all fees, licence fees, penalties and has filed all statements and returns.
3. The Company has not informed me that it is in the process of being wound up and dissolved.
4. No proceedings have been instituted to strike the name of the Company off the said Register.
5. 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 26th day of November, 2004.



Assistant Registrar General