

F95000000340

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

7000001383878
-11/22/94--01035--010
****70.00 ****70.00

8000001383878
-01/25/95--01026--002
****700.00 ****700.00

SUBJECT: Quay Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W94-25100

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:

Ernesto Sanchez, Esq.
(Name of Person)
Ernesto Sanchez, P.A.
(Firm/Company)
814 Ponce de Leon Blvd. St. 505
(Address)
Coral Gables, Fl. 33134
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 AM 9:46

Should you need to call someone concerning this matter, please call:

Ernesto Sanchez at (305) 441-2040
(Name of Person) Area Code & Daytime Telephone Number

W94/23

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 22, 1994

ERNESTO SANCHEZ, ESQ.
814 PONCE DE LEON BLVD
SUITE 505
CORAL GABLES, FL 33134

SUBJECT: QUAY CORP.
Ref. Number: W94000025100

We have received your document for QUAY CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 994A00050562

LAW OFFICES OF
ERNESTO SANCHEZ, P.A.

814 Ponce de Leon Blvd, Suite 608
Coral Gables, Florida 33134-3035

TELEPHONE (305) 441-2040
TELECFAX (305) 441-6602

January 16, 1995

CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314
Attn: Loo Rivers, Document Examiner

Re: Quay Corp.
Your Reference No.: W94000025100

Dear Mr. Rivers:

In compliance with your letter of November 22, 1994, please find enclosed my check in the amount of \$700 to cover annual Report and penalty fees in the above referenced corporation. Copy of your letter of November 22 is also enclosed.

I assume you are holding the Application, since it was not returned with your letter of November 22.

If you have any questions or need any additional information, by all means let me know.

Very truly yours,

Ernesto Sanchez, P.A.

By


Ernesto Sanchez

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. QUAY CORP.
(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. British Virgin Islands 3. 65-0247341
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 15, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Cutlass Building, Wickham's Cay
Road Town, Tortola, B.V.I.
(Current mailing address)

8. Real estate holdings
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Ernesto Sanchez, P.A.

Office Address: 814 Ponce de Leon Blvd., St. 505

Coral Gables, Florida, 33134
(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.

Ernesto Sanchez, Pres.
(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.

RECEIVED
DIVISION OF CORPORATIONS
JAN 23 AM 9:46

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: SERVO LIMITED

Address: Arias Fabrega & Fabrega Trust Co. BVI Limited

P.O. Box 985, Wickham's Cay, Road Town
Tortola, B.V.I.

Director: _____

Address: _____

B. OFFICERS

President: Jane Malone

Address: Cutlass Building, Wickham's Cay
Road Town, Tortola, B.V.I.

Secretary: Rosa Restrepo

Address: Cutlass Building, Wickham's Cay
Road Town, Tortola, B.V.I.

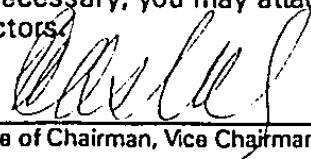
Attorney-in-Fact: Manuel Castilla

Address: 650 Ocean Drive, 4C
Key Biscayne, Fl. 33149

Treasurer: _____

Address: _____

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. Manuel Castilla, Attorney-in-Fact
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 AM 9:16

APOSTILLE

(The Hague Convention, 5 October, 1961)

1. Country: British Virgin Islands
2. This public document has been signed by: Calvin A. Eversley
3. Acting in his capacity as: Registrar of Companies
4. Bears the Seal of: Registrar of Companies

CERTIFIED

5. At: The Deputy Governor's Office
Tortola, British Virgin Islands
6. On: This 5th day of September, 1994
7. By: Mr. Stanley Gordon, MBE
Acting Deputy Governor
of the British Virgin Islands
8. No.: ①4070
9. Seal/Stamp:
10. Signature:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 AM 9:45

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ORDINANCE
(No. 8 of 1984)

CERTIFICATE OF GOOD STANDING (Section 114)

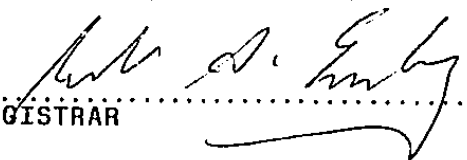
No. 25577

QUAY CORP.

I, CALVIN A. EVERSLEY, Esq., Registrar of Companies of the British Virgin Islands DO HEREBY CERTIFY :

1. The above company was duly (incorporated) (~~constituted~~) under the provisions of the International Business Companies Ordinance (No. 8 of 1984) on the 15th day of February, 19 90 as Company No. 25577 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 104 and 105 of the said Ordinance.
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 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 Road Town
in the Island of Tortola,
this 25th day of August, 1994


REGISTRAR

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ORDLINANCE
(No. 8 of 1984)

CERTIFICATE OF INCORPORATION (Sections 14 and 15)

No. 25577

I, JOSEPH BRICE, Registrar of Companies of the British Virgin Islands DO HEREBY
CERTIFY pursuant to the International Business Companies Ordinance (No. 8 of 1984) that all requirements of
the said Ordinance in respect of Incorporation having been satisfied, QUAY CORP.

Is incorporated in the British Virgin Islands as an International Business Company this 15th day of February, 1990

CERTIFIED A TRUE COPY

Joseph Brice
REGISTRAR BRITISH VIRGIN ISLANDS

DATE: 25/2/99

Given under my hand and seal at Road Town
In the Island of Tortola

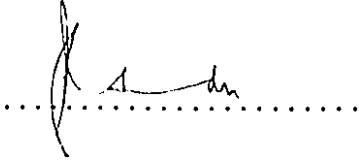
SGD. JOSEPH BRICE, REGISTRAR

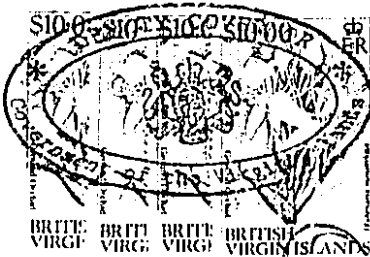
APOSTILLE

(The Hague Convention, 5 October, 1961)

1. Country: British Virgin Islands
2. This private document
has been signed by: Edgar A.C. Hewlett
3. Acting in his capacity
as: Notary Public
4. Bears the Seal of: Edgar A.C. Hewlett

CERTIFIED

5. At: The Deputy Governor's Office
Tortola, British Virgin
Islands
6. On: this 6th day of September 1994
7. By: Mr. Stanley Gordon, MBE
Deputy Governor of the
British Virgin Islands
8. No.: D4100
9. Seal/Stamp:
10. Signature: 




NOTARIAL CERTIFICATE

I, EDGAR A.C. HEWLETT, Notary Public, appointed for life, duly sworn and practicing in Road Town, Tortola, British Virgin Islands, DO HEREBY CERTIFY and ATTEST that on this day appeared before me Ms. Rosa Restrepo who is personally known to me and who as an authorized signatory of SERVCO LIMITED Sole Director of QUAY CORP., and who has executed the attached Certificate of Incumbency of QUAY CORP., in its behalf and the same has been acknowledged and sufficiently evidenced before me.

IN FAITH AND TESTIMONY I the said Notary hereto sign my name and cause the Seal of my Office to be hereto affixed to serve and avail where helpful.

Dated the 5th day of Sep., 1994.




.....
EDGAR A.C. HEWLETT
Notary Public
British Virgin Islands.

MY COMMISSION IS FOR LIFE

INCUMBENCY CERTIFICATE

OF

QUAY CORP.

A BRITISH VIRGIN ISLAND CORPORATION

The undersigned, being the Registered Agent of QUAY CORP., a company organized under the laws of the British Virgin Islands, hereby consents to and ratifies the following:

The Director of QUAY CORP. is:

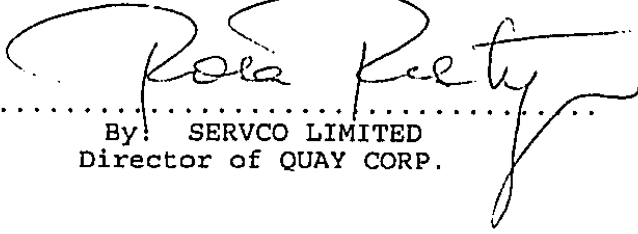
SERVCO LIMITED

The Officers of QUAY CORP. are:

<u>Name</u>	<u>Office Held</u>
Jane Malone	President
Rosa Restrepo	Secretary

The above individuals were appointed Officers of the Company on February 25th 1991 and have been acting in their capacity as officers since that date.

IN WITNESS WHEREOF, the undersigned has executed this certification as of August, 22nd 1994.


.....
By: SERVCO LIMITED
Director of QUAY CORP.