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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Vessel Sales 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:

Debbie Mowbray
(Name of Person)
Dennis S. Rooker, P.C.
(Firm/Company)
115 S. Pantops Drive
(Address)
Charlottesville, VA 22901
(City, State and Zip Code)

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

Debbie Mowbray at (804) 977 - 7424
(Name of Person) Area Code & Daytime Telephone Number

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

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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. Vessel Sales Limited Co.
(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. Jersey, Channel Islands 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/06/92 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o Trident Trust Company
P.O. Box 398, St. Helier, Jersey, Channel Isl.
(Current mailing address)
8. Any lawful purpose.
(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: Robert M. Smither, Jr.
c/o Worrell Enterprises, Inc.
Office Address: 1450 S. Dixie Highway
Boca Raton, Florida, 33432
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas F. Worrell, Jr.

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

Vice Chairman: _____

Address: _____

Director: Edwin M. Freakley

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

Director: Robert M. Smither, Jr.

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

B. OFFICERS

President: Thomas F. Worrell, Jr.

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

Vice President: Edwin M. Freakley

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

Vice Pres & Asst. Secy.:

Odette A. Worrell

1450 S. Dixie Highway

Boca Raton, FL 33432

Secretary: Trident Trust Company Ltd.

Address: 17 Bond Street

St. Helier, Jersey, Channel Isl.

Treasurer: Robert M. Smither, Jr.

and Asst. Secy.

Address: 1450 S. Dixie Highway

Boca Raton, FL 33432

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.

Robert M. Smither, Jr.

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



States
of
Jersey

Financial Services Department

Cyril Le Marquand House, P.O. Box 267, The Parade, St. Helier, Jersey, JE4 8TP

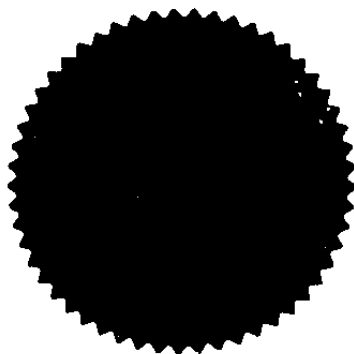
Tel (44) 01534 603000 Fax (44) 01534 89155 Registry Fax (44) 01534 603610

I, the undersigned, Diana Patricia Doris Stocks, an Assistant Registrar of Companies, incorporated in Jersey duly appointed under the Companies (Jersey) Law, 1991, hereby certify that the company named VESSEL SALES LIMITED, was incorporated in Jersey under the Companies (Jersey) Law, 1991, on the 6th April 1992, that it is on the Register of Limited Companies kept under that Law that the registered number of the company is 52424 and that the registered office of the company is at 17 Bond Street, St Helier, Jersey, Channel Islands, JE4 8UT.

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DIVISION OF COMPANIES
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I further certify that to the best of my knowledge and belief the said company has complied with all the statutory requirements relating to the filing of documents with the Registrar of Companies.

Jersey, dated this 23rd day of February 1995.



Assistant Registrar of Companies