



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

F950000001566

March 24, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Pan Pacific Group (USA) Inc.
9210232313698

200001443592
-03/30/95--01022--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find:

- application for Authority
- Certificate of Good Standing
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

enc.

53/31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 PM 12:15

**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. PAN PACIFIC GROUP INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DELAWARE, U.S.A.
(State or country under the law of which it is incorporated)
3. OCTOBER 23, 1992 4. perpetual
(Date of incorporation) (Duration)
5. 65-0366703
(Federal Employer Identification number, if applicable)
6. 01 JAN 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. SOCKEY CLUB, 1111 BISCAYNE BLVD. SUITE 1015, MIAMI, FL
(Current mailing address)
8. EXPORT to LATID AMERICA REAL-ESTATE, Devel. & Investment Banking.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: MR. JOHN VAN DYKE

Address: 1111 BISCAYNE BLVD, SUITE 1015
MIAMI, FL 33161

Vice Chairman: _____

Address: _____

Director: JOHN VAN DYKE

Address: 1111 BISCAYNE BLVD SUITE 1015
MIAMI, FL 33161

Director: _____

Address: _____

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B. Officers:

President: MR. JOHN VAN DYKE

Address: 1111 BISCAYNE BLVD, SUITE 1015
MIAMI, FL 33161

Vice President: _____

Address: _____

Secretary: JOHN VAN DYKE

Address: 1111 BISCAYNE BLVD SUITE 1015
MIAMI, FL 33161

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: MR. JOHN VAN DYKE

Office Address: 1111 BISCAYNE BLVD, SUITE 1015
MIAMI, FL

Florida 33161
Zip Code

11. 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: _____

12. 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.

13. John Van Dyke
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. DIRECTOR, PRESIDENT & CEO - MR. JOHN VAN DYKE
(Name and capacity of person signing application)

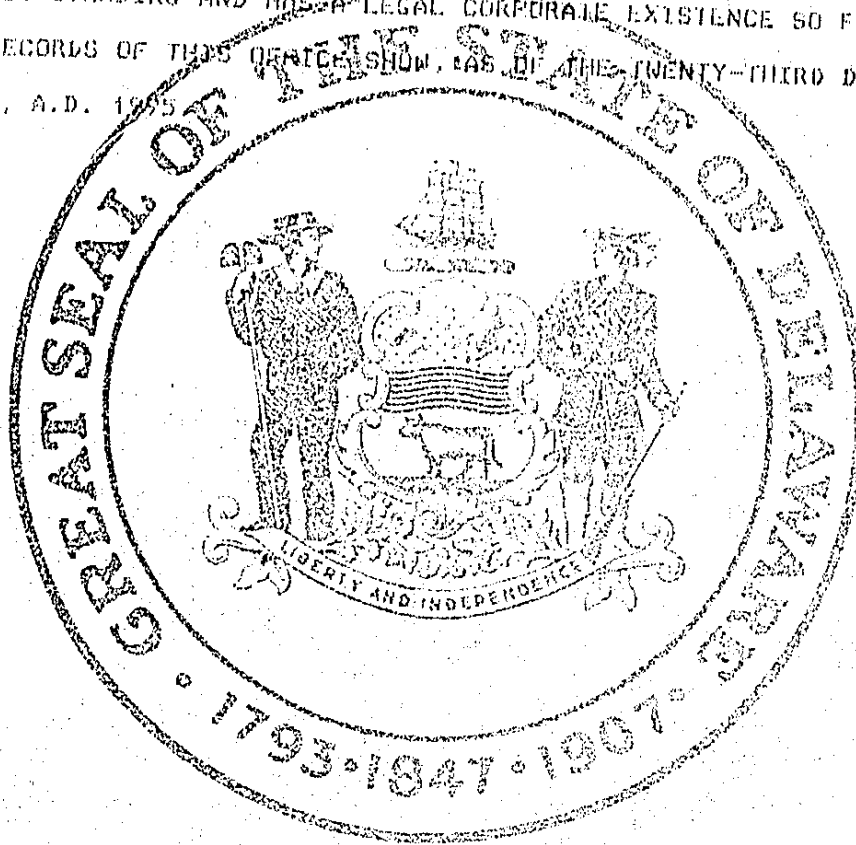
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAN PACIFIC GROUP (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MARCH, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 PM 12:15



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7448611

DATE: 03-23-95