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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 572577 1024A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : April 5, 1995

ORDER TIME : 5:24 PM

ORDER NO. : 572577

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-04/12/95--01019--004
*****70.00 *****70.00

CUSTOMER NO: 1024A

W95-7815

CUSTOMER: Warren D. Hayes, Sr, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Plaza
P. O. Box 431
Palm Beach, FL 33480

FOREIGN FILINGS

NAME: MITSEAAH YACHT LTD.

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 PM 12:40

mt



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 12, 1995

CSC NETWORKS

SUBJECT: MITSEAAH YACHT LTD.
Ref. Number: W95000007815

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

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's date of incorporation/organization must be listed in the document.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 595A00016610

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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SUBJECT: MITseaAH Yacht Ltd.
(Name of corporation)

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:

Robb R. Maass
(Name of Person)
Alley, Maass, Rogers & Lindsay, P.A.
(Firm/Company)
321 Royal Poinciana Plaza
(Address)
Palm Beach, FL 33480
(City, State and Zip Code)

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

Robb R. Maass at (407) 659 1770
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

**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. MITseaAH Yacht Ltd. 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. Bermuda 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-5-91 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 757 S.E. 17th Street, Suite 594
Fort Lauderdale, FL 33316
(Current mailing address)

8. All lawful purposes
(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: Robb R. Maass
Office Address: 321 Royal Poinciana Plaza
Palm Beach, Florida, 33480
(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.

[Signature]
(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.

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

A. DIRECTORS

Chairman: Leo Liebowitz
Address: 125 Jericho Turnpike
Jericho, NY 11753
Vice Chairman: Rose Liebowitz
Address: 125 Jericho Turnpike
Jericho, NY 11753
Director: Michael L. Jones
Address: 1 Trinity Church Road
Bailey's Bay
Hamilton Parish CR 04, BERMUDA
Director: William M. Cox
Address: Mayflower Drive
Devonshire DV 07, BERMUDA


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B. OFFICERS

President: Leo Liebowitz
Address: 125 Jericho Turnpike
Jericho, NY 11753
Vice President: Rose Liebowitz
Address: 125 Jericho Turnpike
Jericho, NY 11753
Secretary: Ellie Dolding
Address: Milner House, Parliament Street
Hamilton, BERMUDA
Assistant Secretary: Georgina E. Sousa
Address: Milner House, Parliament Street
Hamilton, BERMUDA

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.

Leo Liebowitz, President
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF COMPLIANCE

I, Pamela L. Adams, Asst. **REGISTRAR OF COMPANIES** of the Islands of Bermuda do hereby certify that

MIT SEA AH YACHT LTD.

is a Company duly organized and existing under and by virtue of the Laws of the Islands of Bermuda, and that the Company is, at the date of this Certificate, duly authorised to exercise therein all of the powers vested in that Company.

IN WITNESS WHEREOF I have

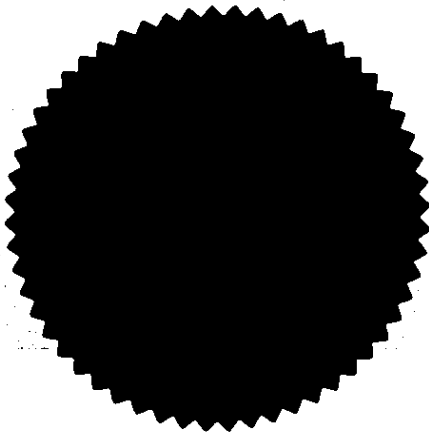
set my hand and affix my Official

Seal this 30th day of March, 1995.



Pamela L. Adams

Asst. **REGISTRAR OF COMPANIES**



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