

LAW OFFICE
STEVEN R. ROSENTHAL

F95000002377

TEL (904) 434-1641
FAX (904) 434-1266

751 SOUTHWEST 4th STREET, SUITE 200, PLANTATION, FLORIDA 33324

May 8, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Naviera Taboga S.A. -
Registration of Foreign Corporation

Dear Sir or Madam:

000001483770
-05/11/95--01023--001
****122.50 ****122.50

Enclosed please find the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Original Certificate of Good Standing issued by the Public Registry Office in Panama, as well as its English Translation; and
4. My check in the sum of \$122.50 as and for your filing fee, registered agent designation fee, and fee for certified copy.

Should you have any questions, please do not hesitate to contact my office.

I patiently await a letter of acknowledgment from you that this Foreign Corporation from Panama has been registered with the State of Florida, and I also patiently await a certified copy.

Should you have any questions, please give me a call.

Very truly yours,


STEVEN R. ROSENTHAL, ESQUIRE

SRR/gj

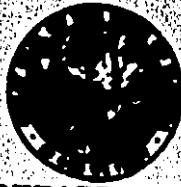
Enclosures

cc: Jeffrey M. Kaye

~~CONFIDENTIAL~~

S/S

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 15 PM 4:07



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 11, 1995

STEVEN R. ROSENTHAL
7951 S.W. 6TH ST.
SUITE 200
PLANTATION, FL 33324

SUBJECT: NAVIERA TABOGA S.A.
Ref. Number: W95000010040

We have received your document for NAVIERA TABOGA S.A. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Please provide an English translation for the entity's name in your cover letter.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 795A00024046

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DIVISION OF CORPORATIONS
95 MAY 15 PM 4:07

Spoke with Mr. Rosenthal on 5/15, he informed me that there is no English translation for the above listed corporation. It appears the name consists of two last names.

SH. 5/15

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Naviera Taboga S.A.
(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:

STEVEN R. ROSENTHAL, ESQUIRE

(Name of Person)

Attorney at Law

(Firm/Company)

7951 S.W. 6th Street, Ste. 200

(Address)

Plantation, Florida 33324

(City, State and Zip Code)

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

STEVEN R. ROSENTHAL, ESQ. at (305) 424 - 9661
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
95 MAY 15 PM 4:07

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

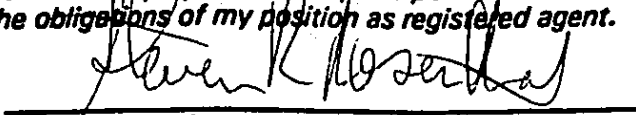
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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. Naviera Taboga S.A.
(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. Panama 3. Not Applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 16, 1976 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Have not transacted business at this time.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o STEVEN R. ROSENTHAL, ESQUIRE
7951 S.W. 6th Street, Ste. 200, Plantation, FL 33324
(Current mailing address)
8. Purchase and Sale of Real Properties
(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: STEVEN R. ROSENTHAL, ESQUIRE
Office Address: 7951 SW 6th Street, Ste. 200
Plantation, Florida, 33324
(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)
STEVEN R. ROSENTHAL, ESQUIRE

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 15 PM 4:45 '76

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

A. DIRECTORS

PRESIDENT:

Chairman:

Jeffrey Kaye

C/O STEVEN R. ROSENTHAL, ESQUIRE
Address: 7951 SW 6th Street, Ste. 200
Plantation, Florida 33324

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Jeffrey Kaye

C/O STEVEN R. ROSENTHAL, ESQUIRE
Address: 7951 SW 6th Street, Ste. 200
Plantation, Florida 33324

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 15 PM 4:07

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

13. X

Jeffrey M. Kaye

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

JEFFREY KAYE, PRESIDENT

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

LA DIRECCION GENERAL DEL REGISTRO PUBLICO NACIONAL

CON VISTA A LA SOLICITUD N. 1585 MAURI

10/04/1995

CERTIFICACION

17-00

NAVIERA TABOGA, S.A. SE ENCUENTRA REGISTRADO EN EL TOMO 1210 DEL FOLIO 429 DE LA SECCION DE PERSONAS MERCANTIL DESDE EL DIECISEIS DE FEBRERO DE MIL NOVECIENTOS SETENTA Y SEIS.

ACTUALIZADA EN EL FOLIO 51598 DE LA SECCION DE PERSONAS MERCANTIL DESDE EL DIECISEIS DE FEBRERO DE MIL NOVECIENTOS SETENTA Y SEIS.

DE LA SECCION DE MICROPELICULAS MERCANTIL. SE ENCUENTRA VIGENTE.

SUSCRITORES SON: JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

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JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

MARIO FONSECA LOPEZ

JOSE DEL CARMEN ESPINO

TRANSLATION:

**THE GENERAL DIRECTOR OF THE PUBLIC REGISTRY
PURSUANT TO THE PETITION**

10/04/1995

CERTIFIES:

-----THAT THE COMPANY-----

NAVIERA TABOGA S.A.

IS REGISTERED AT VOLUME - 1210 FOLIO- 429 ENTRY- 121409 OF THE
MERCANTILE SECTION SINCE SIXTEENTH DAY OF FEBRUARY OF ONE THOUSAND
NINE HUNDRED AND SEVENTY SIX,

ACTUALIZED AT MICROJACKET 51598, ROLL 3469, FRAME 153 OF THE
MICROFILM (MERCANTILE) SECTION.

THAT THE CORPORATION IS IN EXISTENCE

THAT ITS SUBSCRIBERS ARE:

- 1 - JOSE DEL CARMEN ESPINO
- 2 - MARIO FONSECA LOPEZ

THAT ITS DIRECTORS ARE:

- 1 - MARIO FONSECA LOPEZ
- 2 - PABLO GASPAR AROSEMENA
- 3 - JOSE DEL CARMEN ESPINO

THAT ITS OFFICERS ARE:

- | | |
|-----------|--------------------------|
| PRESIDENT | - MARIO FONSECA LOPEZ |
| TREASURER | - PABLO JAVIER AROSEMENA |
| SECRETARY | - JOSE DEL CARMEN ESPINO |

THAT ITS LEGAL REPRESENTATIVE WILL BE THE PRESIDENT.

THAT ITS RESIDENT AGENT IS JAEN Y ASOCIADOS

THAT ITS STOCK CAPITAL IS ***** 10,000.00 DOLLARS

THAT ITS DURATION IS PERPETUAL

THAT ITS DOMICILE IS PANAMA

ISSUED AND SIGNED IN THE CITY OF PANAMA, ON THE ELEVENTH DAY OF
APRIL ONE THOUSAND NINE HUNDRED AND NINETY FIVE, AT 11-09-25.1
A.M.

NOTE: THIS CERTIFICATION IS NOT VALID
IF THE CORRESPONDING STAMPS ARE
NOT AFFIXED.

(Signed)

ALVARO M. ACHURRA Q.
CERTIFIER

There is a stamp of the Public Registry Office - Republic of
Panama

THIS IS A TRUE TRANSLATION OF ITS ORIGINAL.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 15 PM 4:08

Carlos R. Morales
Intérprete Público Autorizado
Céd. 8-166-562