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THOMAS C. ROBERGE & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS
ONE BEACH DRIVE S.E. • SUITE 220
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 822-8393
FACSIMILE (813) 823-6781

May 30, 1995

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*****70.00 *****70.00

Florida Department of State
Qualification/Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: STARBECK UNIVERSAL ENTERPRISES LTD., INC.

To Whom It May Concern:

Enclosed is the designation of Florida registered agent and ~~Application for Qualification~~ to Transact Business in Florida for Starbeck Universal Enterprises Ltd., Inc. Also enclosed is our check for \$70.00 to cover your fees.

Please contact me if you have any questions.

Sincerely,



Thomas C. Roberge, CPA

TCR/c
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL-1 PM 12:55
7/9/95

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: STARBECK UNIVERSAL ENTERPRISES LTD., INC.
(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:

THOMAS C. ROBERGE, CPA
(Name of Person)

THOMAS C. ROBERGE & COMPANY
(Firm/Company)

1 BEACH DRIVE SE, SUITE 220
(Address)

ST. PETERSBURG, FLORIDA 33701
(City, State and Zip Code)

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

THOMAS C. ROBERGE at (813) 822 - 9393
(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. STARBECK UNIVERSAL ENTERPRISES LTD., INC.
(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
(State or country under the law of which it is incorporated)

3. APPLIED FOR
(FEI number, if applicable)

4. APRIL 10, 1995
(Date of incorporation)

5. "PERPETUAL"
(Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. C/O T.C. ROBERGE, 1 BEACH DR. SE, SUITE 220

ST. PETERSBURG, FLORIDA 33701

(Current mailing address)

8. RESIDENTIAL REAL ESTATE RENTALS
(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: THOMAS C. ROBERGE, CPA

Office Address: 1 BEACH DRIVE SE, SUITE 220

ST. PETERSBURG, Florida, 33701

(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.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 15 1995
1 PM 12:55

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

A. DIRECTORS

Chairman: HARRY McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Vice Chairman: ZLATA McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Director: HARRY McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Director: ZLATA McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

B. OFFICERS

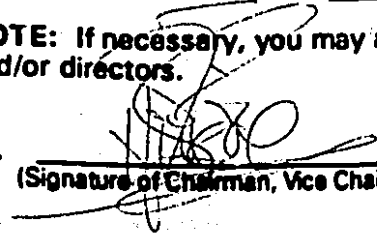
President: ZLATA McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Vice President: HARRY McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Secretary: THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

Treasurer: ZLATA McFARLANE
C/O THOMAS C. ROBERGE
Address: 1 BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

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. HARRY W. McFARLANE
(Typed or printed name and capacity of person signing application)



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION

(Sections 14 and 15)

No. 147366

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES pursuant to the International Business Companies Act, Cap. 291 that all the requirements of the Act in respect of incorporation having been satisfied,

STARBECK UNIVERSAL ENTERPRISES LTD.

is incorporated in the British Virgin Islands as an International Business Company

this 10th day of April, 1995

Given under my hand and seal at
Road Town, Tortola in the Territory of the
British Virgin Islands

for A. G.

CALVIN A. EVERSLAY, Esq.
REGISTRAR OF COMPANIES

55-7114 PM 12-55
DIVISION OF CORPORATE AFFAIRS