

International Place
100 S.E. Second Street
Miami, Florida 33131
305/570 8000 • Fax 305/570 8010

BROOKE GROUP LTD.

F95000003013

Marc N. Bell
General Counsel

May 30, 1995

600001517506
-06/20/95--01067--001
*****78.75 *****78.75

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

Re: Brooke (Overseas) Ltd. Inc.

Dear Sir/Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and our check in the amount of \$78.75, which includes a certified copy, are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence to the undersigned at the above address. Thank you.

Very truly yours,



MARC N. BELL

MNB:jg
Enc.

te 6/21

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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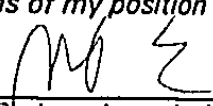
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**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. Brooke (Overseas) 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. Delaware 3. 13-3588402
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09-27-90 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131
(Current mailing address)
8. Any lawful purpose permitted by the Articles of Incorporation
(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: Marc N. Bell, Esq.
c/o Brooke Group Ltd.
100 S.E. Second Street, 32nd Floor
Office Address: Miami, Florida 33131
Miami, _____, Florida, 33131
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bennett S. LeBow

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

Vice Chairman: _____

Address: _____

Director: Bennett S. LeBow

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

Director: _____

Address: _____

B. OFFICERS

President: Bennett S. LeBow

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

Vice President: Gerald E. Sauter

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131


Secretary: Gerald E. Sauter

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

Treasurer: Bennett S. LeBow

Address: 100 S.E. Second Street, 32nd Floor
Miami, Florida 33131

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

OFFICERS CONTINUED

Assistant Secretary: Marc N. Bell

Address: 100 S.E. Second Street, 32nd Floor

Miami, Florida 33131

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKE (OVERSEAS) LTD." 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-FOURTH DAY OF MAY, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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950112505

AUTHENTICATION: 7515221

DATE: 05-24-95

Document Number Only

F95000003013

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

700001581767
-07211795--01073--003
*****35.00 *****35.00

95 JUL 11 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Blooke (Persons) L.L. T.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

3:00
7/11/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

7/11
John R.A. Crane

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: _____

Brooke (Overseas) Ltd. Inc.

1b. Date of incorporation September 27, 1990 Document number F95000003013

2. The name and address of the current registered agent and office:

Marc N. Bell, Esq.

100 SE 2nd St., 32nd Floor, Miami, FL 33131

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE

7/7/95

DATE

Gerald E. Sauter, Vice President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY 

DATE 7-10-95

C T CORPORATION SYSTEM

(Registered Agent)

TANYA M. VILLAR

ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00