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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: FIRST CARIBBEAN MANAGEMENT, LTD.
(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:

RICHARD B. AUSTIN
(Name of Person)
Attorney
(Firm/Company)
8390 N.W. 83rd Street, #300
(Address)
Miami, Florida 33166
(City, Sta. and Zip Code)

" , Inc." added per
telecon w/ Mr. Austin

95 AUG -2 PM 11:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

RICHARD B. AUSTIN at (305) 592-0036
(Name of Person) Area Code & Daytime Telephone Number

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

16

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. First Caribbean Management, 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. Commonwealth of the Bahamas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 19, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No business will be transacted until registration completed
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 7570 N.W. 14th Street
Miami, Florida 33126
(Current mailing address)
8. Local support services in Miami, Florida
(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: Richard B. Austin
Office Address: 8390 N.W. 53rd Street, #300
Miami, _____, Florida, 33166
(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)
Richard B. Austin
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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Luis F. Mansur, (Managing Director)

Address: Charlotte House, Charlotte & Shirley Streets
Nassau, Bahamas

Vice Chairman: Randolph Peterson, (Asst. Managing Director)

Address: 7570 N.W. 14th Street
Miami, Florida 33126

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Luis F. Mansur

Address: Charlotte House, Charlotte & Shirley Streets
Nassau, Bahamas

Vice President: Randolph Peterson

Address: 7570 N.W. 14th Street
Miami, Florida 33126

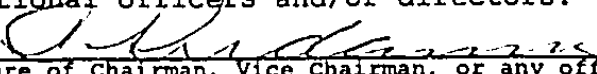
Secretary: George E. Patterson, Jr.

Address: 7570 N.W. 14th Street
Miami, Florida 33126

Treasurer: Carlos Perdomo

Address: 7570 N.W. 14th Street, Miami, Florida 33126

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. Carlos Perdomo, Treasurer
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 1989
(No. 2 of 1990)

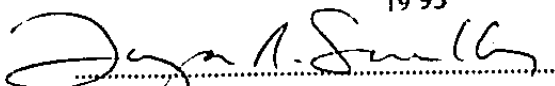
CERTIFICATE OF GOOD STANDING (Section 11)

No. 23,166 B FIRST CARIBBEAN MANAGEMENT LTD.

I, TANYA SCAVELLA ACTING DEPUTY, Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) ~~XXXXXX~~ under the provision of the
International Business Companies Act 1989(No. 2 of 1990) on the 19TH
day of MAY 1994 as a Company No. 23,166B of the Register of
International Business Companies.
2. The name of the Company is still on the Register of the International Business
Companies and the Company has paid all fees, licence fees and penalties due and
payable under the provisions of Sections 102
and 103 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have
not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become
effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said
Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal
standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this 18TH day of JULY
19 95


ACTING DEPUTY REGISTRAR GENERAL

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