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OUR FILE NUMBER

15531.09(00)

WRITER'S DIRECT DIAL NUMBER

650-0728

August 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-09/05/95--01041--020
****122.50 ****122.50

Re: Oceanic Holding Estates Limited, Inc.

W95-17304

Dear Sir or Madam:

Enclosed please find the original and a photocopy of the Application By Foreign Corporation for Authorization to Transact Business in Florida and of the Acceptance of Registered Agent form for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50, which represents the following:

Receiving, filing and indexing	\$ 35.00
Articles of Incorporation	
Certified Copy	52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

RECEIVED
CORPORATION
DIVISION OF
CORPORATIONS
SEP 1 1995

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

Mary Blackford Cherry

Mary Blackford Cherry
Legal Assistant

Enclosures

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. OCEANIC HOLDING ESTATES LIMITED, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 4-19-95 4. Perpetual
(Date of Incorporation) (Duration)
5. 52-1939843
(Federal Employer Identification number, if applicable)
6. No transactions as of this date.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o Kenneth S. Beall, Jr.
7. 777 So. Flagler Drive, Suite 500 East, West Palm Beach, FL 33418
(Current mailing address)
8. Real Estate Acquisition
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:
 - A. Directors:
Chairman: _____
Address: _____

~~Also Chairman:~~ Hermann Schaum
Address: Hermann Sielcken Strasse 63
D-76530 Baden Baden, Germany
 - Director: Karl Heinz Klenschnittger
Address: Hermann Sielcken Strasse 63
D-76530 Baden Baden, Germany
 - Director: Kenneth S. Beall, Jr.
Address: 777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

B. Officers:

President: Hermann Schaub
Address: Hermann Stolcken Strasse 63
D-76530 Baden Baden, Germany

Vice President: Kenneth S. Beall, Jr.
Address: 777 So. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

Secretary: Kenneth S. Beall, Jr.
Address: 777 So. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

Treasurer: Karl-Heinz Kleinschnittger
Address: Hermann Stolcken Strasse 63
D-76530 Baden Baden, Germany

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Valdes-Fauli Corporate Services, Inc.
Office Address: 777 So. Flagler Dr., Suite 500 East
West Palm Beach, Florida 33401
Zip Code

11. 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.

VALDES FAULI CORPORATE SERVICES, INC.

Registered agent's signature by: Kenneth S. Beall
Kenneth S. Beall, Vice President

12. 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.

13. Kenneth S. Beall
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Kenneth S. Beall, Jr., Vice President/Director
(Name and capacity of person signing application)



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

CERTIFICATE OF GOOD STANDING (Section 114)

No. 147950 OCEANIC HOLDING ESTATES LIMITED

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES:

1. The above company was duly (incorporated) (~~XXXXXX~~) under the provisions of the International Business Companies Act, Cap. 291 on the 19th day of April, 1995 as Company No. 147950 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 104 and 105 of the said Act.
3. The Company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The Company has not submitted to me articles of arrangement that have 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 Road Town,
Tortola in the Territory of the British Virgin Islands
this 11th day of August, 1995

Asst. REGISTRAR OF COMPANIES