

F95000004376

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED
06/22/95 10:06:31
*****06.25 *****06.25

SUBJECT: Caribbean Motor Works, Limited
(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:

W95-16911

Mr. Colin S. Mavers, Vice President
(Name of Person)

Caribbean Motor Works, Limited
(Firm/Company)

5425 N.W. 72 Ave.
(Address)

Miami, Florida 33166
(City/State/Zip)

W95-16911

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

Robert H. Russell
(Name of Person)

at (713) 392-9794
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Caribbean Motor Works, Limited

Robert H. Russell
Secretary/Treasurer
Houston Office

Houston Office
Regal Chambers
Gills Road
Tel (800) 429-6116
Fax (800) 429-8412

Miami Office
1421 NW 22nd Ave
Miami, FL 33166
Tel (305) 887-1210
Fax (305) 887-1121

San Antonio Office
P.O. Box 516
Katy, TX 77402
Tel (713) 992-9794
Fax (713) 992-8526

August 18, 1995

Sandra B. Mortham
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Dear Madam Secretary:

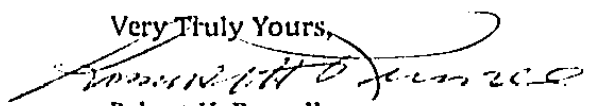
In accordance with your requirements for the registration of a foreign profit corporation to transact business in Florida, we respectfully submit our official certificate of existence which is authenticated by our corporate seal.

As enclosures to the certificate of existence, we enclose the following supporting documents:

- * Transmittal Letter.
- * Application by Foreign Corporation for authorization to transact business in Florida.
- * A bank draft in the amount of \$78.75 which is the registration fee, \$70.00 & \$8.75 for a certificate of status.
- * Articles of Incorporation in Barbados
- * Notice of Directors
- * Certificate of Incorporation

We trust this meets with your approval. Should there be any discrepancy please contact the Houston Office at the numbers listed above.

Very Truly Yours,


Robert H. Russell,
Secretary, Treasurer



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 22, 1995

MR. COLIN S. MAYERS, VP
CARIBBEAN MOTOR WORKS, LIMITED
5425 N.W. 72 AVENUE
MIAMI, FL 33166

SUBJECT: CARIBBEAN MOTOR WORKS, LIMITED
Ref. Number: W95000016911

We have received your document for CARIBBEAN MOTOR WORKS, LIMITED and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following.

Although you must add a corporate suffix to the name of your corporation in line 1, you may not add the word "Barbados." The term "a Barbados corporation" is not acceptable, but you may add "a Corporation." Please contact this office at the address or number below to let us know how you would like to change your document. We regret that we were unable to reach you by telephone today.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00039243

Caribbean Motor Works, Limited

Regal Chambers
Gills Road
Bridgetown, Barbados

5425 N.W. 72nd Avenue, Miami, Florida 33166

Telephone (800) 420 0110
Fax (800) 420 0432

September 7th. 1995

Mr. Lee Rivers,
Document Examiner,
Florida Department of State,
Division of Corporations,
P.O.Box 6327,
Tallahassee, FL 32314

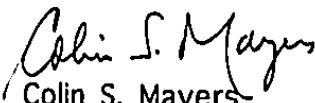
Dear Sir:

Reference your letter to us dated August 22nd. 1995 (copy attached), we hereby return to you a corrected application form by Foreign Corporation for Authorization To Transact Business in Florida.

Line 1. should now read "Caribbean Motor Works, Limited a Corporation"

We sincerely hope this will satisfy your requirements.

Yours Truly,


Colin S. Mayers
Vice President

**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. Caribbean Motor Works, Limited a Barbados Corporation
(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. Barbados West Indian
(State or country under the law of which it is incorporated)
3. _____
(FBI number, if applicable)
4. 8 August 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Planned operations to commence 23 August 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____
5425 N.W. 72 Ave., Miami Florida 33166
(Current mailing address)
8. _____
Forwarding facility for goods purchased in the U.S. to be shipped to Barbados
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Robert H. Russell, Secretary/Treasurer

Office Address: 5425 NW 72 Ave., Miami

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)

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: Mr. Martin Rogowsky

Address: 125 North Main Street, Port Chester, NY 10573

Vice Chairman: _____

Address: _____

Director: Mr. James Adair

Address: Regal Chambers, Gills Road Bridgetown, Barbados W.I.

Director: Mr. Robert H. Russell

Address: 25226 Sandi Lane, Katy Texas 77494

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

President: Mr. James Adair

Address: Regal Chambers, Gills Road Bridgetown, Barbados W.I.

Vice President: Mr. Colin Mayers

Address: 5425 NW 72 Ave. Miami, FL 33166


Secretary: Mr. Robert H. Russell

Address: 25226 Sandi Lane Katy, TX 77494

Treasurer: Mr. Robert H. Russell

Address: 25226 Sandi Lane, Katy TX 77494

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. Robert H. Russell, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

CARIBBEAN MOTOR WORKS, LIMITED
A Barbados Corporation

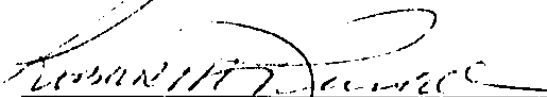
ORIGINAL CERTIFICATE OF EXISTANCE

KNOW YE BY ALL THOSE PRESENT that Caribbean Motor Works, Limited a Corporation formed under The Companies Act Cap308 of the Laws of The Government of Barbados is in existence and in good standing.

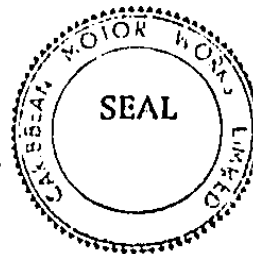
As of the 8th day of August, 1995 the company was granted a Certificate of Incorporation and Articles of Incorporation duly registered by The Registrar of Companies in the Country of Barbados.

This Original Certificate of Existence bears the official seal of the Corporation and is duly signed by the Secretary/Treasurer of the Corporation.

Signed this 18th day of August 1995



Robert H. Russell
Secretary/Treasurer



NO ENTRIES BELOW THIS LINE



FORM 1

COMPANIES ACT OF BARBADOS
(Section 5)
ARTICLES OF INCORPORATION

Name of Company

Company No:

CARIBBEAN MOTOR WORKS, LIMITED

110446

2. The classes and any maximum number of shares that the Company is authorized to issue

THE COMPANY IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF SHARES OF ONE CLASS DESIGNATED AS COMMON SHARES.

THE COMPANY SHALL NOT ISSUE PREFERENCE SHARES.

3. Restriction if any on share transfers

THE ANNEXED SCHEDULE 1 IS INCORPORATED IN THIS FORM.

4. Number (or minimum and maximum number) of Directors

THERE SHALL BE A MINIMUM OF ONE (1) AND A MAXIMUM OF NINE (9) DIRECTORS

5. Restrictions if any on business the Company may carry on

NONE

6. Other provisions if any

THE ANNEXED SCHEDULE 2 IS INCORPORATED IN THIS FORM

| | | | |
|-----------------------|--|--------------------------|------------|
| 7. Incorporators | | Date | 1995-08-09 |
| Names | Address | Signature | |
| ROBERT HENRY RUSSELL | 25226 Sandi Lane, Katy Texas 77494 U.S.A. | | |
| | | REGISTERED | |
| | | DATE 95-08-09 | |
| | | INVESTMENT SERVICES UNIT | |
| | | INTELLECTUAL PROPERTY | |
| For Ministry use only | | | |
| Company No. | 110446 | Filed | 1995-08-09 |



FORM 9

COMPANIES ACT OF BARBADOS

(Sections 66 & 74)

NOTICE OF DIRECTORS

ON

NOTICE OF CHANGE OF DIRECTORS

| | | |
|--|--|-------------------------|
| 1. Name of Company CARIBBEAN MOTOR WORKS, LIMITED | | 2. Company No. 11044 |
| 3. Notice is given that on the <u>NINTH</u> day of <u>AUGUST</u> 19 <u>95</u> the following person(s) was/were appointed director(s): | | |
| Name | Mailing Address | Occupation |
| MARTIN ROGOWSKY | 125 North Main St. Port Chester NY 10573 U.S.A. | Attorney-at-law |
| ROBERT HENRY RUSSELL | 25226 Sandi Lane, Katy Texas 77494 U.S.A. | Company Director |
| JAMES BYNUM ADAIR | 6441 York Meadow Houston Texas U.S.A. | Company Director |
| 4. Notice is given that on the <u>N/A</u> day of _____ 19____, the following person(s) ceased to hold office as director(s): | | |
| Name | Mailing Address | |
| N/A | | |
| | | |
| | | |
| 5. The directors of the company as of this date are: | | |
| Name | Mailing Address | Occupation |
| MARTIN ROGOWSKY | 125 North Main St. Port Chester NY 10573 U.S.A. | Attorney-at-law |
| ROBERT HENRY RUSSELL | 25226 Sandi Lane, Katy Texas 77494 U.S.A. | Company Director |
| JAMES BYNUM ADAIR | 6441 York Meadow Houston Texas U.S.A. | Company Director |
| 6. Date 9th August, 1995 | Signature ROBERT HENRY RUSSELL | Title Incorporator |

REGISTERED

CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE



FORM 3

11044

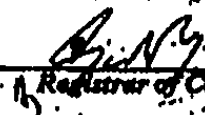
Company No.

COMPANIES ACT OF BARBADOS,
CERTIFICATE OF INCORPORATION

CARIBBEAN MOTOR WORKS, LIMITED

Name of Company

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached, was incorporated under the Companies Act of Barbados.


Registrar of Companies

95/08/09.

Date of Incorporation