

F95-5386

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/07/95--01093--012
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SUBJECT: Bunge Leasing & Brokerage, Inc.
(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:

Attorney W. E. Meyer
(Name of Person)
MOEN SHEEHAN MEYER, LTD.
(Firm/Company)
201 Main Street, Suite 700
(Address)
La Crosse, WI. 54601
(City/State/Zip)

RECEIVED
QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

95 NOV -2 PM 3:12

11/7/95

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

William E. Meyer at (608) 784-8310
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Bunge Leasing & Brokerage, 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. Wisconsin
(State or country under the law of which it is incorporated)
3. 39-1832172
(FEI number, if applicable)
4. October 5, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 457 East South Street, Caledonia, MN. 55921

(Current mailing address)

8. Leasing
(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: Naples Princess, Inc.

Office Address: 1001 Tenth Avenue South

Naples, Florida, 33940
(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.

George B. Griffith (Registered agent's signature) President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George B. Griffith

Address: 457 East South Street

Caledonia, MN. 55921

Director: _____

Address: _____

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

President: George B. Griffith

Address: 457 East South Street

Caledonia, MN. 55921

Vice President: _____

Address: _____

Secretary: William E. Meyer

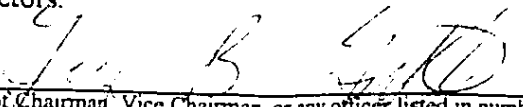
Address: 201 Main Street, Suite 700

La Crosse, WI. 54601

Treasurer: George B. Griffith

Address: 457 East South Street, Caledonia, MN. 55921

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. George B. Griffith, President
(Typed or printed name and capacity of person signing application)

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

BUNGE LEASING & BROKERAGE, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is OCTOBER 5, 1995.

I further certify that said corporation has not yet completed its initial report year and, accordingly, has not filed an annual report under sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes; and that said corporation has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I
have hereunto set my hand and affixed
my official seal, at Madison, on
OCTOBER 19, 1995.

Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

EY: [initials]

The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.