

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

BERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-5800
FAX (305) 374-6593
TELEFAX 441366 CBZ UI

EXPRESS MAIL

Mark Dunbar, Esquire
Office of General Counsel
Department of State
LL10-The Capital
Tallahassee, FL 32399-0250

100001631531
-11/06/95--01025-001
*****70.00 *****0.00

Re: Interamerica Credit Corporation Ltd., Inc.--
Application to Transact Business in Florida

Dear Mark,

It is a pleasure to correspond with you in connection
with registering the above corporation to transact business
in Florida.

As indicated, the corporation is a partner in a joint
venture and I understand the charge for this purpose is
\$500.00 for each such year of business transacted in
Florida, apart from 1995 itself.

For the purpose of registration I enclose:

1. Transmittal Letter,
2. Application,
3. Certificate of Good Standing, and
4. \$70.00 filing fee.

Please do not hesitate to contact me if you have any
questions.

Sincerely,

William H. Newton, III

WHN:lmf
Enclosures

cc: Mr. Eberto A. Vitier
Janice Russell, Esquire

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

November 2, 1995

RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-5800
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TELEX 440366 CBZ U

EXPRESS MAIL

Mark Dunbar, Esquire
Office of General Counsel
Department of State
LL10-The Capitol
Tallahassee, FL 32399-0250

Re: Interamerica Credit Corporation Ltd., Inc.--
Application to Transact Business in Florida

Dear Mark,

It was good speaking with you again.

As discussed, enclosed is a check payable to the Florida Department of State in the amount of \$1,600.00 in connection with the application to transact business in Florida. I understand this payment constitutes full and complete satisfaction in respect to amounts previously due for 1993, 1994, and 1995.

If feasible, please provide me a separate receipt, apart from the check itself, evidencing the various charges incurred.

Please do not hesitate to contact me if you have any questions.

Sincerely,

William H. Newton, III

WHN:lmf
Enclosure

cc: Mr. Eberto A. Vitier
Janice Russell, Esquire

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WILLIAM H. NEWTON, III

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444 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-5800
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TELEX 441366 CBZ UI

November 16, 1995

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001641589
-11/20/95--01048--001
***1400.00 ***1400.00

Re: Interamerica Credit Corporation Ltd., Inc.--
Application to Transact Business in Florida

Dear Hart,

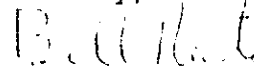
Many thanks for your correspondence of November 7,
1995.

As discussed, enclosed is a check payable to the
Florida Department of State in the amount of \$1,400.00 in
connection with the application to transact business in
Florida. I understand this payment constitutes full and
complete satisfaction in respect of amounts due for 1993,
1994, and 1995.

In addition, at this same time I enclose the original
of the application. The application previously provided to
Mark had been faxed and, thus, the enclosed document
reflects original signatures for your files.

Please do not hesitate to contact me if you have any
questions.

Sincerely,



William H. Newton, III

WHN:lmf
Enclosures

cc: Mr. Eberto A. Vitier
Janice Russell, Esquire



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 6, 1995

RE: Interamerica Credit Corporation Ltd., Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees in the amount of \$1,600.00 and now wishes to be qualified to do business in this state.

12400 - HC

MWD/mwd

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Interamerica Credit Corporation Ltd., 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:

William H. Newton, III, Esquire
(Name of Person)

William H. Newton, III, P.A.
(Firm/Company)

444 Brickell Avenue, Suite 300
(Address)

Miami, Florida 33131

(City/State/Zip)

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

William H. Newton, III,
(Name of Person)

at (305) 358-5800
(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. Interamerica Credit Corporation 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.) *Inc. added pursuant to F.S.A. ss607.1506
(1)(a)
2. Cayman Islands
(State or country under the law of which it is incorporated)
3. 98-0142594
(FEI number, if applicable)
4. 9/4/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or
"perpetual")
6. May 28, 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Gables International Plaza, 2655 Le Jeune Road, Suite 610
Coral Gables, Florida 33134
(Current mailing address)
8. Real Estate
(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: Norma Aquilera
Office Address: 2655 Le Jeune Road, Suite 610
Coral Gables, Florida, 33134
(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.

Norma Aquilera
(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 _____

Address _____

Vice Chairman _____

Address _____

Director _____

Address _____

Director _____

Address _____

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

President: Gorman Fonseca

Address: 5a. Avenida 15-45, Zona 10, Centro Empresarial, Torre 17, #1100
Guatemala, Guatemala C.A.

Vice President _____

Address: _____

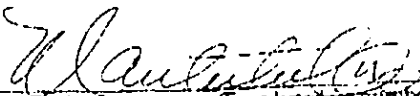
Secretary: Maria A. De Queme

Address: 15 Calle 6-38, Zona 10, Condominio Villa Gal, #122
Guatemala, Guatemala C.A.

Treasurer: "SAME AS SECRETARY"

Address: _____

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 _____
(Typed or printed name and capacity of person signing application)

ADDENDUM

Assistant Secretary Campbell Secretaries Limited
P O Box 268
Georgetown
Grand Cayman, Cayman Islands

CR 29176

Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

INTERAMERICA CREDIT CORPORATION, LTD.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.

Given under my hand and Seal at George Town in the
Island of Grand Cayman this Twenty-Six Day of October
One Thousand Nine Hundred Ninety-Five

An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.



RECEIVED
SECRETARY OF STATE
CORPORATIONS
05 NOV - 7 4:11:41