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THOMAS C. ROBERGE & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS
ONE BEACH DRIVE S.E. • SUITE 220
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 822-0303
FACSIMILE (813) 823-6701

November 16, 1995

Florida Department of State
Qualification/Registration Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/20/95--01045--002
*****70.00 *****70.00

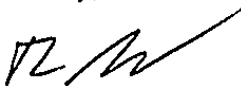
Re: KINSMANN VENTURES INCORPORATED

To whom it may concern:

Enclosed is our check for \$70.00 to cover your fees for the enclosed application for Kinsmann Ventures Incorporated to transact business in Florida and designate me as its registered agent.

Please contact me if you have any questions.

Sincerely,



Thomas C. Roberge, CPA

TCR/tl

Enclosure

95/11/22
95 NOV 20 PM 1:10
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: KINSMANN VENTURES INCORPORATED
(Name of corporation)

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:

THOMAS C. ROBERGE, CPA

(Name of Person)

THOMAS C. ROBERGE & COMPANY

(Firm/Company)

ONE BEACH DRIVE SE, SUITE 220

(Address)

ST. PETERSBURG, FLORIDA 33701

(City, State and Zip Code)

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

THOMAS C. ROBERGE

(Name of Person)

at (813) 822 - 9393

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
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. KINSMANN VENTURES INCORPORATED
(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. BRITISH VIRGIN ISLANDS
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FBI number, if applicable)
4. 11/09/95
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o THOMAS C. ROBERGE, CPA
ONE BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
(Current mailing address)
8. CONDOMINIUM RENTALS
(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: THOMAS C. ROBERGE, CPA
Office Address: ONE BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, Florida, 33701
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
55 NOV 20 PM 1:10

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: CLARENCE HAWKINS
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Vice Chairman: PETER PEINEMANN
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Director: LINDA MARY PEINEMANN
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Director: BARBARA HAWKINS
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

B. OFFICERS

President: CLARENCE HAWKINS
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Vice President: PETER PEINEMANN
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Secretary: LINDA MARY PEINEMANN
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
Treasurer: BARBARA HAWKINS
Address: c/o TC ROBERGE, ONE BEACH DR SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

CLARENCE HAWKINS
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

CLARENCE HAWKINS, PRESIDENT

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

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

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 165815

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,

KANSIMANN VENTURES INCORPORATED

is incorporated in the British Virgin Islands as an International Business
Company this 10th day of November, 1995.

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

Donald Smith
As REGISTRAR OF COMPANIES

61001