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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 764822 1024A

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1995

ORDER TIME : 10:02 AM

300001600303

ORDER NO. : 764822

CUSTOMER NO: 1024A

CUSTOMER: Warren D. Hayes, Sr, Esq
Alley, Maass, Rogers &
321 Royal Poincianna Pl.

Palm Beach, FL 33480

FOREIGN FILINGS

NAME: NAMOH LIMITED

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 2:02

RECEIVED
DIVISION OF CORPORATIONS
95 DEC 13 PM 12:37

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Namoh Limited
(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:

Warren D. Hayes, Sr.
(Name of Person)

Alley, Maass, Rogers & Lindsay, P.A.
(Firm/Company)

321 Royal Poinciana Plaza
(Address)

Palm Beach, FL 33480
(City, State and Zip Code)

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

Warren D. Hayes, Sr. at (407) 659 - 1770
(Name of Person) 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
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Namoh Limited 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.)

APPLIED FOR

2. Cayman Islands

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. September 12, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 757 S.E. 17th Street, Suite 752

Ft. Lauderdale, FL 33316

(Current mailing address)

8. All lawful purposes

(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: Warren D. Hayes, Sr.

Office Address: 321 Royal Poinciana Plaza

Palm Beach

, Florida, 33480

(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.

Warren D. Hayes Sr.

(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.

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

A. DIRECTORS

Chairman: Campbell Directors Limited

Address: P.O. Box 268

George Town, Grand Cayman

Vice Chairman: _____

Address: _____

Director: Campbell Secretaries Limited

Address: P.O. Box 268

George Town, Grand Cayman

Director: _____

Address: _____

B. OFFICERS

President: Walter E. Homan

Address: 7 Sperti Drive

Covington, KY 41017

Vice President: _____

Address: _____

Secretary: Campbell Secretaries Limited

Address: P.O. Box 268

George Town, Grand Cayman

Treasurer: _____

Address: _____

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

13.

Walter E. Homan

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

14.

Walter E. Homan, President

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

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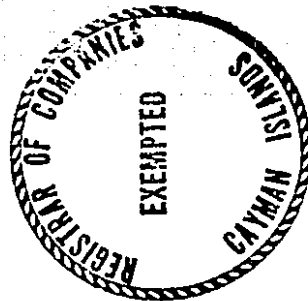
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SEC. STAFF OF STATE
DIVISION OF CORPORATIONS

Certificate of Incorporation

I, **CINDY YVONNE JEFFERSON** Deputy Registrar of Companies of the Cayman Islands
DO HEREBY CERTIFY, pursuant to the Companies Law (Revised), that all the requirements of the said
Law in respect of registration were complied with by

NAMOH LIMITED

an Exempted Company incorporated in the Cayman Islands with Limited Liability with effect from
the 12th Day of September One Thousand Nine Hundred Ninety-Five



Given under my hand and Seal at George Town in the
Island of Grand Cayman this Twelfth day of September
One Thousand Nine Hundred Ninety-Five

[Signature]
Deputy Registrar
of Companies, Cayman Islands, B.W.I.

20-7-95