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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-12/19/95--01033--013
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SUBJECT: Foster & Dunhill, Ltd., a Corporation
(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:

David Davidson, Attorney at Law
(Name of Person)

(Firm/Company)

16100 Fairchild Dr., E201

(Address)

Clearwater, FL 34622

(City, State and Zip Code)

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

David Davidson

(Name of Person)

at (813) 531 - 5560

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 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. Foster & Dunhill, Ltd., a 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. Anguilla 3. to be applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Nov. 28, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. The Law Building
The Valley, Anguilla BWI
(Current mailing address)
8. Any lawful business
(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: David Davidson
Office Address: 16100 Fairchild Dr., E201
Clearwater, Florida, 34622
(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.

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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: Anthony J. Pewonski

Address: 5925 Imperial Parkway, Ste 113

Mulberry, FL 33860

Vice Chairman:

Address:

Director: Duane J. Crithfield

Address: 16100 Fairchild Drive, Ste. E-201

Clearwater, FL 34622

Director: Stephen Donaldson

Address: 16100 Fairchild Drive, Ste E-201

Clearwater, FL 34622

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

President: Anthony J. Pewonski, Duane J. Crithfield, Stephen Donaldson

Address: 16100 Fairchild Drive, Ste E-201

Clearwater, FL 34622

Vice President:

Address:

Secretary: Philrose Bryan

Address: The Law Building

The Valley, Anguilla BWI

Treasurer:

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. Duane J. Crithfield, Director
(Typed or printed name and capacity of person signing application)

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THE INTERNATIONAL BUSINESS COMPANIES ORDINANCE, 1994

CERTIFICATE OF GOOD STANDING (Section 103)

I hereby certify that the company,

FOSTER & DUNHILL, LTD

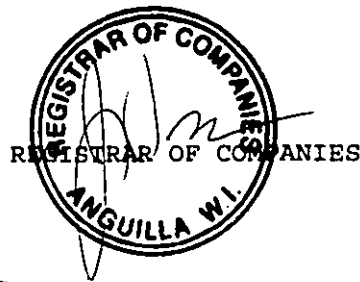
is in good standing on the Register and has paid all fees and penalties due and payable.

I further certify:

1. The above company has not submitted to the Registrar articles of association or merger or consolidation that have not yet become effective.
2. The company has not submitted to the Registrar articles of amendment that have not yet become effective.
3. The company is not in the process of being wound up and dissolved.
4. No proceedings to strike the name of the company off the Register have been instituted.

Dated this 11th day of December 1995

NO: 215



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