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**November 22, 1995**

Department of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

200001646002  
-11/27/95--01093--001  
\*\*\*1622.50 \*\*\*1622.50

Re: Holdcoast Investment, Inc., a Delaware corporation

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced limited partnership along with a check from our client in the amount of \$1,622.50, representing \$35.00 filing fee, \$35.00 designation of registered agent fee, \$52.50 for a certified copy of the Application and \$1,500 penalty fees for 1993, 1994 and 1995, and a certificate of good standing from the State of Delaware. Also enclosed are photocopies of letters received from your office regarding the qualification of this corporation.

Please file the Application immediately upon receipt and send the certified copy to the undersigned at the below address as soon as possible.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan  
Legal Assistant to  
Loran A. Johnson

c: Alida Gualtieri, Esq. (w/encls.)  
6171/16665

238946\CALLANPH

215 NORTH EOLA DRIVE • POST OFFICE BOX 2809 • ORLANDO, FLORIDA 32802  
TELEPHONE 407-843-4600 • FAX 407-423-4495

MEMBER OF COMMERCIAL LAW AFFILIATES WITH INDEPENDENT OFFICES IN PRINCIPAL CITIES WORLDWIDE



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

November 27, 1995

**PATTIE M. CALLAHAN  
LOWNDES, DROSDICK, ET AL.  
PO BOX 2809  
ORLANDO, FL 32802**

**SUBJECT: HOLDCOAST INVESTMENT, INC.  
Ref. Number: W95000023170**

We have received your document for HOLDCOAST INVESTMENT, INC. and your check(s) totaling \$1622.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.

There is a balance due of \$900. The breakdown of the civil penalties and annual report fees are as follows:

\$1000 civil penalty for years 1993 and 1994, and

\$200 annual report fee for years 1994 and 1995.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 295A00051766



*Department of State*  
*Memorandum Office of the General Counsel*

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TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: January 3, 1996

RE: Holdcoast Investment, Inc.

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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 and now wishes to be qualified to do business in this state.

MWD/mwd

**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. HOLDCOAST INVESTMENT, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 51-0346062  
(FEL number, if applicable)
4. January 14, 1993  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1993  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3590 Griffith St.  
St. Laurent, Quebec H4T 1A7  
(Current mailing address)
8. Management Consulting Services  
(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: Loran A. Johnson, Esq.  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
Office Address: 215 North Eola Drive  
Orlando, Florida, 32801  
(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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -1 PM 3:17

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: GEORGES R. VILLENEUVE

Address: 3590 Griffith St., St. Laurent, Quebec H4T 1A7

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: GEORGES R. VILLENEUVE

Address: 3590 Griffith St., St. Laurent, Quebec H4T 1A7

Vice President: FRANCOIS VILLENEUVE

Address: 3590 Griffith St., St. Laurent, Quebec H4T 1A7


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. GEORGES R. VILLENEUVE  
(Typed or printed name and capacity of person signing application)

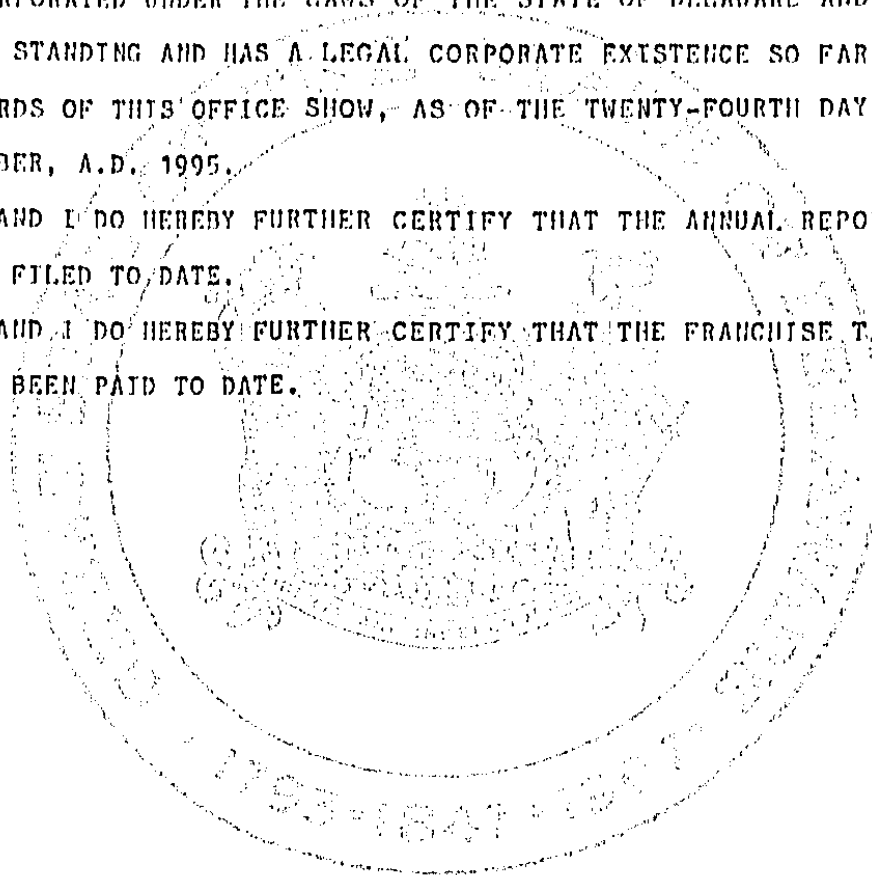
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLDCOAST INVESTMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -4 PM 3:17



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7684874

DATE:

10-24-95