

1201 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

F960000000528

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 021003 109035A

AUTHORIZATION :

COST LIMIT : \$ 70. *Patricia Pyzdek*

ORDER DATE : January 26, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 021003

600001702796

CUSTOMER NO: 109035A

CUSTOMER: Thomas F. Diorio, Esq
Thomas F. Diorio, Pa
P. O. Box 1606

Winter Park, FL 32790-1606

FOREIGN FILINGS

NAME: DARLIN BAHAMAS INVESTMENT,
LIMITED, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 31 PM 2:02

FILED

L

DIVISION OF CORPORATION

96 JAN 31 PM 2:07

RECEIVED

**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. Darlin Bahamas Investment, 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.)
2. Bahamas
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. December 19, 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. 1196, rue des Erables
Quebec G1R 2N3 Canada
(Current mailing address)
8. Any and all legal acts
(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 acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301-2607
(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.

Corporation Service Company

Karen B. Rozar
(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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95 JAN 31 PM 12:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: Andrea PfaltzgrafAddress: 1196, rue des ErablesQuebec G1R 2N3 Canada

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Sergio MassagliaAddress: 1196, rue des ErablesQuebec G1R 2N3 Canada

Vice President: _____

Address: _____

Secretary: Sergio MassagliaAddress: 1196, rue des ErablesQuebec G1R 2N3 CanadaTreasurer: Sergio MassagliaAddress: 1196, rue des ErablesQuebec G1R 2N3 Canada**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. Sergio Massaglia President
(Typed or printed name and capacity of person signing application)B6 JUN 31 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Commonwealth of The Bahamas
The International Business Companies Act

IBC 01

(No. 2 of 1990)

Certificate of Incorporation

(Section 11 and 12)

No. 38,869 B

DARLIN BAHAMAS INVESTMENT, LIMITED

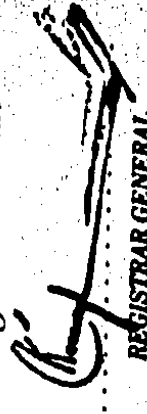
J. KELPHERE CUMMINGS

I, Registrar-General of the Commonwealth of The Bahamas
Do hereby Certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the
requirements of the said Act in respect of incorporation have been satisfied, and that

DARLIN BAHAMAS INVESTMENT, LIMITED

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this 19TH day of DECEMBER 1995

Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas


REGISTRAR GENERAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

26 JAN 31 PM 1:13

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MEMORANDUM

DATE : February 1, 1996
TO : Division Of Corporations
LAW FIRM/COMPANY : SECRETARY OF STATE
FROM : Carol Hensal
RE : DARLIN BAHAMAS INVESTMENT, INC.

PLEASE CHANGE THE PRINCIPAL OFFICE ADDRESS TO THE FOLLOWING:
1717 NORTH BAY SHORE DRIVE, APT. 2750
MIAMI, FLORIDA 33132
PLEASE RETURN PRINTOUT WHEN UPDATED. THANKS!

RECEIVED
96 FEB -1 PM 3:16
DIVISION OF CORPORATIONS
DIVISION OF CORPORATIONS

[Handwritten signatures and initials]
2-2-96