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ACCOUNT NO. : 072100000032  
REFERENCE : 834204 4327828  
AUTHORIZATION : *Patricia Piquit*  
COST LIMIT : \$ 70.00

ORDER DATE : February 6, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 834204

500001708545

CUSTOMER NO: 4327828

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

Palm Beach, FL 33480

FOREIGN FILINGS

NAME: PACIFICA YACHTING CORP., LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

DIVISION OF CORPORATION

RECEIVED  
96 FEB -6 PM 2:30

902/6  
96 FEB -6 PM 1:50  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Pacifica Yachting Corp. Ltd.  
(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)

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

Warren D. Hayes, Sr.

(Name of Person)

at ( 407 ) 659-1770

Area Code & Daytime Telephone Number

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96 FEB - 6 PM 1:51

### 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. Pacifica Yachting Corp. Ltd.  
(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. 51-0363103  
(FEI number, if applicable)
4. December 2, 1994  
(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. 1600 S.E. 17th Street, Suite 404  
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: Marco Possati

Address: 3725 Leafy Way  
Cocoanut Grove, FL 33133

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

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

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

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

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

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

B. OFFICERS

President/Secretary/Treasurer Marco Possati

~~XXXXXXXXXX~~ \_\_\_\_\_

Address: 3725 Leafy Way  
Cocoanut Grove, FL 33133

Vice President: \_\_\_\_\_

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

Assistant Secretary: Warren D. Hayes, Sr.

Address: 321 Royal Poinciana Plaza  
Palm Beach, FL 33480

Treasurer: \_\_\_\_\_

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

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

13. Warren D. Hayes, Sr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Warren D. Hayes, Sr., Assistant Secretary  
(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 "PACIFICA YACHTING LTD." 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 SECOND DAY OF FEBRUARY, A.D. 1996.

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

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -6 PM 1:50



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

7814410

DATE:

02-02-96