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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 846396 4327828
AUTHORIZATION : Patricia Pizub
COST LIMIT : \$ 70.00

ORDER DATE : February 14, 1996

ORDER TIME : 5:0 PM

ORDER NO. : 846396

CUSTOMER NO: 4327828

400001718084

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

Palm Beach, FL 33480

FOREIGN FILINGS

NAME: MID-CARIBBEAN HOLDINGS
LIMITED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
96 FEB 19 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Mid-Caribbean Holdings 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. Cayman Islands
(State or country under the law of which it is incorporated)
3. Upon Qualification
(FEI number, if applicable)
4. May 24, 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. 515 East Las Olas Blvd., Suite 900
Fort Lauderdale, FL 33301
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Terry Taylor
Address: 515 East Las Olas Blvd., Suite 900
Fort Lauderdale, FL 33301
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS


President: _____
Address: _____
Vice President: _____
Address: _____
Secretary: Campbell Secretaries Limited
Address: P.O. Box 268
George Town, Grand Cayman, Cayman Islands
Treasurer: _____
Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Terry Taylor, Director
(Typed or printed name and capacity of person signing application)

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Director, do hereby certify
that this Resolution of the Board of Directors of Mid-Caribbean Holdings Limited,
a corporation duly organized and existing under the laws of the ~~State of~~ Cayman Islands,
was duly adopted on February 6, 19 96.

Resolved, that Mid-Caribbean Holdings Limited, organized
and existing in the ~~State of~~ Cayman Islands, hereby adopts the
name Mid-Caribbean Holdings Limited, Inc. for use in Florida.

Dated: February 6, 1996


Signature of at least one director

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TALLAHASSEE, FLORIDA

CR-59930

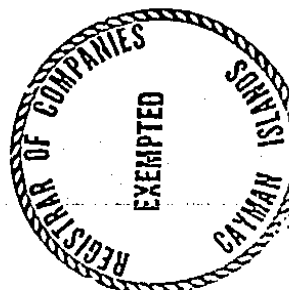
Certificate of Good Standing

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

MID-CARIBBEAN HOLDINGS LIMITED

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Given under my hand and Seal at George Town in the
Island of Grand Cayman this Eighth Day of February
One Thousand Nine Hundred Ninety-Six

An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.