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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400001768144
-04/03/96--01073--003
*****70.00 *****70.00

SUBJECT: MARGRAVE LTD., Inc.
(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:

RENEA GLENDINNING
(Name of Person)

KERKERING, BARBERIO & CO., P.A.
(Firm/Company)

1858 RINGLING BLVD
(Address)

SARASOTA, FL 34236
(City/State/Zip)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

RENEA GLENDINNING
(Name of Person)

at (941) 365-4617
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Add "Inc."
per Renea
4/4/96.

**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. MARGRAVE LTD., 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. 65-0535749
(FBI number, if applicable)
4. 04/20/94
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 1858 RINGLING BLVD.
SARASOTA, FL 34236
(Current mailing address)
8. ANY ACTIVITY NOT PROHIBITED UNDER ANY LAW OF BAHAMAS
(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: RENEA GLENDINNING

Office Address: 1858 RINGLING BLVD.

SARASOTA, Florida, 34236
(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.

Renea M. Glendinning
(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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CORPORATIONS
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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: H. DIETER GEBHARD

Address: 1858 RINGLING BLVD. SARASOTA, FL 34236

Vice Chairman: _____

Address: _____

Director: OSKAR SCHMID

Address: CH-6402 MERLISCHACHEN, SCHILFWEG 25, SWITZERLAND

Director: MAGDA SCHMID

Address: CH-6402 MERLISCHACHEN, SCHILFWEG 25, SWITZERLAND

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

MANAGING DIRECTOR: H. DIETER GEBHARD

President: _____

Address: 1858 RINGLING BLVD. SARASOTA, FL 34236

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13X

H. Gebhard
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. H. DIETER GEBHARD

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 1989
(No. 2 of 1990)

CERTIFICATE OF GOOD STANDING (Section 11)

No. **22,488 B** **MARGRAVE LTD.**

I, **SHANE MILLER** **DEPUTY**, Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) ~~XXXXXX~~ under the provision of the International Business Companies Act 1989 (No. 2 of 1990) on the **20TH** day of **APRIL** 19 **94** as a Company No. **22,488B** of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections **102** and **103** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this **8TH** day of **MARCH**
19 **94**


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DEPUTY REGISTRAR GENERAL

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