

F96000001696

TRANSMITTAL LETTER

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/14/96--01051--002
*****78.75 *****78.75

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: JAKARA ENTERPRISES, INC.

W96-5632

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:

Harry Eastburn
1635 1/2 Beach Drive SE
St. Petersburg, FL 33701

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

Harry Eastburn at (813) 823 2152
Harry Eastburn

204/4
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR-4 PM 12:21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 14, 1996

HARRY EASTBURN
1635 1/2 BEACH DRIVE SE
ST. PETERSBURG, FL 33701

SUBJECT: JAKARA ENTERPRISES, INC.
Ref. Number: W96000005632

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DIVISION OF CORPORATIONS
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We have received your document for JAKARA ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 396A00011599



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1996

HARRY EASTBURN
1635 1/2 BEACH DRIVE SE
ST. PETERSBURG, FL 33701

SUBJECT: JAKARA ENTERPRISES, INC.
Ref. Number: W96000005632

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DIVISION OF CORPORATIONS
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What you have submitted is a receipt for the corporation's annual report and a certified copy of the annual report. What we require for our filing purposes is a certificate of existence or good standing. Please find a sample certificate enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 196A00012948

*Please rush me approval
so I can start my business
Harry Eastburn*

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. The name of the corporation shall be: Jakara Enterprises, Inc.
2. The State and County of Corporation: Carson County, State of Nevada
3. The FEI number of the Corporation is: Applied For
4. The Date of incorporation is: February 27, 1996.
5. The Corporation is perpetual.
6. The date first transacted business in Florida: The Corporation has not begun business within the State of Florida. Business should begin April 1, 1996.
7. The principal place of business and mailing address of this corporation within the State of Florida shall be:

Principal place: 1635 1/2 Beach Drive SE
St. Petersburg, FL 33701

Mailing Address: 1635 1/2 Beach Drive SE
St. Petersburg, FL 33701

8. The purpose of the Corporation is: To sell and market portrait system.

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DIVISION OF CORPORATIONS
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9. The name of the Register Agent of the Corporation within the State of Florida is:

Name of Registered Agent: Harry Eastburn
Address: 1635 1/2 Beach Drive, SE
St. Petersburg, FL 33701
(813)823-2152

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Harry Eastburn
Signature of Register Agent

3/11/96
Date

10. 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.

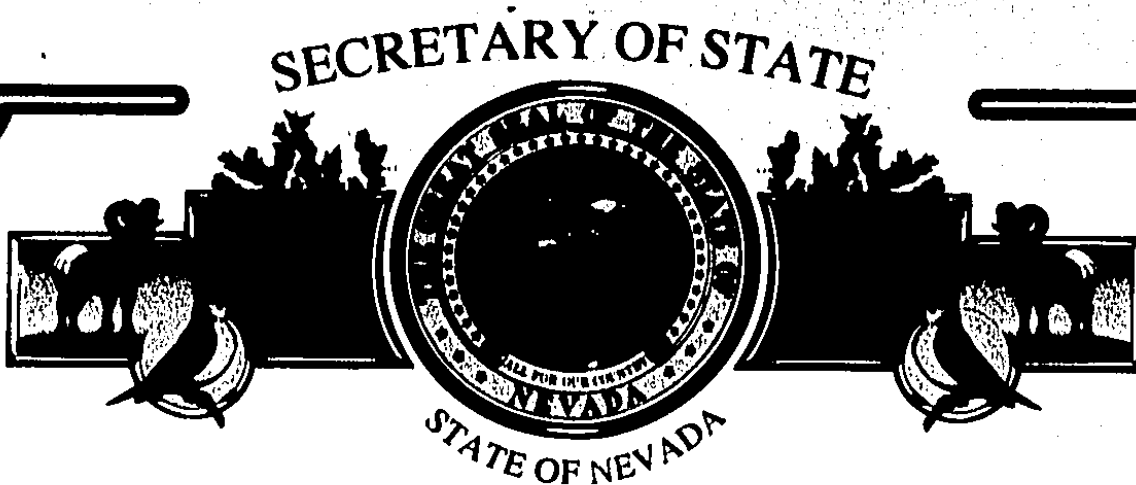
11. The names and addresses of officers and/or directors of the Corporation.

President: Harry Eastburn
1635 1/2 Beach Drive, SE
St. Petersburg, FL 33701

Harry Eastburn
Signature of Director/Officer

3/11/96
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **JAKARA ENTERPRISES, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 29, 1996.



Dean Heller

Secretary of State

By

[Signature]

Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 4 PM 12:21



BDD Capital International

777 Brickell Avenue, Suite 1150
Miami, Florida 33131
Telephone (305) 530-3170, Facsimile (305) 530-3199

Mark A. McCluskey
President

August 14, 1997

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-08/15/97--01095--003
*****43.75 *****43.75

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: BDD Capital International Corp.

Gentlemen:

Enclosed are the required documents and check to amend the name of our company from BDD Capital International Corp. to EFG Capital International Corp. with the State of Florida.

Please contact me directly if you have any questions concerning this matter and return all documents to me directly at the address listed below:

BDD Capital International Corp.
777 Brickell Avenue - Suite 1150
Miami, Florida 33131
(305) 530-3160

Very truly yours,

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* Carl of Sta
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97 AUG 15 PM 1:11
SECRET
TALLAHASSEE, FLORIDA
APPROVED
AND
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APPROVED
AND
FILED

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BDD CAPITAL INTERNATIONAL CORP.

The undersigned, President and Treasurer of BDD Capital International Corp. (the "Corporation"), in order to amend the Certificate of Incorporation of the Corporation, hereby certifies as follows:

FIRST: The name of the Corporation is: **BDD CAPITAL INTERNATIONAL CORP.**

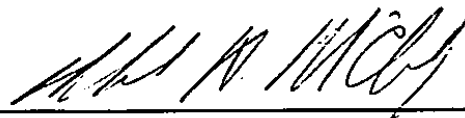
SECOND: The Corporation hereby amends its Certificate of Incorporation as follows:

Paragraph 1 of the Certificate of Incorporation, relating to the corporate title of the Corporation, is hereby amended to read as follows:

"1. The name of the corporation is EFG Capital International Corp."

THIRD: The amendment effected herein was authorized by the consent, in writing, setting forth the action so taken, signed by the holder of all of the issued and outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned affirms that the statements made herein are true under the penalties of perjury, this 6th day of August, 1997.



Mark A. McCluskey
President and Treasurer

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BDD CAPITAL INTERNATIONAL CORP.", CHANGING ITS NAME FROM "BDD CAPITAL INTERNATIONAL CORP." TO "EFG CAPITAL INTERNATIONAL CORP.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

APPROVED
AND
FILED
97 AUG 15 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8594758

DATE: 08-06-97

**MINUTES OF THE BOARD OF DIRECTORS
MEETING OF
BDD CAPITAL INTERNATIONAL CORP.
JULY 7, 1997**

At a duly constituted meeting of the Board of Directors of BDD Capital International Corp. , a corporation organized under the laws of the State of Delaware, held on July 7, 1997 at which meeting a quorum was present and voting throughout.

The following item of business was discussed and actions taken as indicated below:

WHEREAS, the Corporation wishes to change its name from BDD Capital International Corp. to EFG Capital International Corp.

- **RESOLVED** to authorize a name change of the entity from BDD Capital International Corp. to EFG Capital International Corp. **AUTHORIZED** Mr. McCluskey, President to obtain the necessary approvals and process required notices to implement the name change.

IN WITNESS WHEREOF I have caused these Minutes to be executed on July 14, 1997.


Marcelo A. Alvarez, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 15 PM 1:11

APPROVED
AND
FILED