F96000001966

# TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BDD International, Ltd.
(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:

Mark A. McCluskey
(Name of Person)

800001749728
-03/19/96--01121--005
*****78.75 *****78.75

BDD International, Ltd.
(Firm/Company)

777 Brickell Avenue
(Address)

W96-6013

Miami, Florida 33131
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:2

04/22

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

Mark A. McCluskey at ( 305 ) 530-3160
(Name of Person) (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

Name conflict
K27531

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

MARK A. MCCLUSKEY
BDD INTERNATIONAL, LTD.
777 BRICKELL AVE.
MIAMI, FL 33131

SUBJECT: BDD INTERNATIONAL, LTD.
Ref. Number: W96000006013

We have received your document for BDD INTERNATIONAL, LTD. and your check(s) totaling $78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The certification that you have submitted is a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

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: 296A00012770

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

BDD Capital International Corp.
777 Brickell Avenue suite 1150
Miami, Florida 33131-2867

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Florida 32314

April 10, 1996

RE: Letter No. 296A00012770

Dear Ms. Sindt:

Enclosed is The Resolution of our Board of Directors indicating the name change of the company to BDD Capital International Corp. I have confirmed with your office that this name was available. If you have any further suggestions regarding our application, please contact Mr. JohnBucko (305-530-3180) Thank you for your attention to this matter.

Very Truly yours,

Mark A. McCluskey
President

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

April 15, 1996

MARK A. MCCLUSKEY
BDD INTERNATIONAL, LTD.
777 BRICKELL AVE.
MIAMI, FL 33131

SUBJECT: BDD INTERNATIONAL, LTD.
Ref. Number: W96000006013

We have received your resolution by the board of directors; however, the certificate of existence has not been submitted. Please see a copy of our previous letter.

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: 096A00017280

April 17,1996

Dear Ms. Sindt

Enclosed is the original Certificate of Incorporation for our Company issued by the State of Delaware.

John Bucko

John Bucko
is forwarding
cus to my
attn. Return
his cc. 4/19

# RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Mark A. McCluskey, do hereby certify that this Resolution of the Board of Directors of BDD International Ltd., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on April 10, 19 96.

Resolved, that BDD International Ltd., organized and existing in the State of Delaware, hereby adopts the name BDD Capital International Corp. for use in Florida.

Dated: April 10, 1996

Signature of at least one director
President and Director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

INHS19(3/93)

# 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. BDD International, 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. 65-0634942
(FEI number, if applicable)

4. January 3, 1996
(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. 777 Brickell Avenue
Miami, Florida 33131
(Current mailing address)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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8. To conduct business as a securities broker/dealer.
(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: United Corporate Services, Inc.

Office Address: 801 Northeast 167th Street, Suite 300

North Miami Beach, Florida, 33162
(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.*

(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.

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:** Lawrence D. Howell

**Address:** 777 Brickell Avenue, Miami, Florida 33131

**Vice Chairman:**

**Address:**

**Director:** Jean Pierre Couni

**Address:** 777 Brickell Avenue, Miami, Florida 33131

**Director:** Mark A. McCluskey

**Address:** 777 Brickell Avenue, Miami, Florida 33131

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

**President:** Mark A. McCluskey

**Address:** 777 Brickell Avenue, Miami, Florida 33131

**Vice President:**

**Address:**

**Secretary:** Lawrence D. Howell

**Address:** 777 Brickell.Avenue, Miami, Florida 33131

**Treasurer:** Mark A. McCluskey

**Address:** 777 Brickell Avenue, Miami, Florida 33131

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

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

13. [signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark A. McCluskey President & Treasurer
(Typed or printed name and capacity of person signing application)

# State of Delaware



# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BDD INTERNATIONAL, 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 NINETEENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BDD INTERNATIONAL, LTD." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 22 AM 11:21

*Edward J. Freel, Secretary of State*

2578207 8300

960113890

AUTHENTICATION: 7914640

DATE: 04-19-96

F96000001966

# BDD Capital International

777 Brickell Avenue, Suite 1150
Miami, Florida 33131
Telephone (305) 530-3160, Facsimile (305) 530-3199

October 18, 1996

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

000001983420--9
-10/23/96--01009--004
******43.75 ******43.75

Subject: BDD INTERNATIONAL LTD.

Gentlemen:

Enclosed are the required documents and check to amend the name of our company from BDD International, Ltd. To BDD 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

FILED
96 OCT 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Veru truly yours,

SH 10/24

John J. Bucko
Chief Financial Officer

# PROFIT CORPORATION
# APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

## SECTION I
(1-3 MUST BE COMPLETED)

1. BDD INTERNATIONAL LTD.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. April 22, 1996
Date authorized to do business in Florida

## SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Delaware

5. BDD Capital International Corp.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

FILED
96 OCT 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

October 18, 1996
Date

John J. Bucko
Typed or printed name

Chief Financial Officer
Title

State of Delaware

# Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BDD INTERNATIONAL, LTD.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BDD CAPITAL INTERNATIONAL CORP." THE THIRTIETH DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BDD INTERNATIONAL, LTD." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

Edward J. Freel, Secretary of State

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960298722

AUTHENTICATION: 8146357

DATE: 10-15-96