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F96000002274

First American Railways, Inc.,
1350 South Ocean Boulevard
Suite 1905
Pompano Beach, Florida 33062

April 30 , 1996

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida

TELEPHONE 1 800 932 7
-05/02/96--01075--003
***122.50 ***122.50

**First American Railways, Inc.,
a Nevada Corporation**

Ladies or Gentlemen:

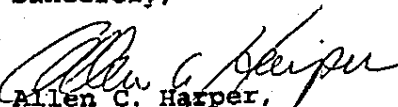
Enclosed herein for filing with the Division of Corporations is the Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of the captioned company. Also enclosed is a Certificate of Good Standing issued by the Nevada Secretary of State, dated April 30, 1996 and a check in the amount of \$122.50 to cover the required filing and certified copy fees.

Please be advised that our company First American Railways, Inc., a Florida Corporation, merged into Asia-America Corporation, a Nevada corporation and the surviving corporation, and that Asia-America Corporation changed its name to First American Railways, Inc., a Nevada Corporation.

By virtue of the foregoing, this letter will also serve as authorization by First American Railways, Inc., a Florida corporation, to permit First American Railways, Inc., a Nevada corporation, to transact business in Florida under the name of First American Railways, Inc.

Please return the certified copy of the Application to Transact Business in the enclosed self-addressed stamped envelope. If you have any questions or need additional information please call our legal counsel Dennis J. Olle at (305) 530-3100.

Sincerely,


Allen C. Harper,
Chairman of the Board

ACH/cc
Enclosures
1517008\1\FORREIGN.FIL

CC: Joseph T. Kennedy (w/enc)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 AM 9:41

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**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. First American Railway, Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. Nevada
(State or country under the law of which it is incorporated)
3. March 16, 1987 4. Perpetual
(Date of Incorporation) (Duration)
5. 87-0443800
(Federal Employer Identification number, if applicable)
6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1360 South Ocean Boulevard, Suite 1905, Pompano Beach, FL 33062
(Current mailing address)
8. Entertainment Railway Transportation
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Allen C. Harper

Address: 1360 South Dixie Highway
Coral Gables, FL 33146

Director:

Vice Chairman: David H. Rush

Address: 700 N.W. 12th Avenue
Deerfield Beach, FL 33442

Director: Thomas Rader

Address: 10700 East 40th Avenue
Denver, Colorado 80239

Director: Luigi Salvaneschi

Address: 1610 N.E. 1st Street, No. 7
Fort Lauderdale, FL 33301

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DIVISION OF CORPORATIONS

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B. Officers:

President/Director Eugene K. Garfield
Assistant Secretary 1360 South Ocean Boulevard, Suite 1905
Address: Pompano Beach, FL 33062

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Dennis J. Ollie, Esq.
Office Address: 201 South Biscayne Boulevard, Suite 1402
Miami, Florida 33131
Zip Code

11. 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: _____

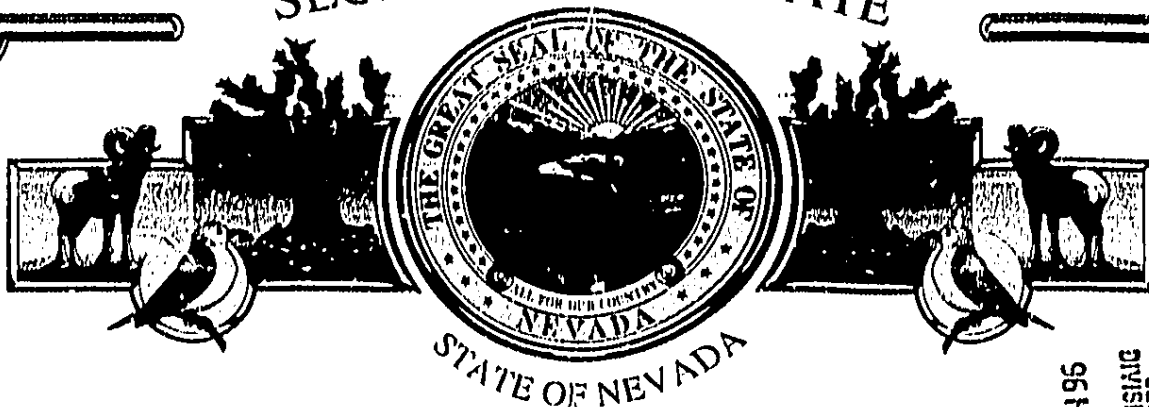
Dennis J. Ollie

12. 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.

13. Allen C. Harper
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Chairman of the Board
(Name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 AM 9:41

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, **FIRST AMERICAN RAILWAYS, 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 April 30, 1996.

Dean Heller

Secretary of State

By

Lisa Hayes

Certification Clerk

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 555-5555
WORLD WIDE WEB <http://www.adorno.com>

FACSIMILE
(305) 555-4777

Writer's Direct No.:
(305) 860-7362

F96000002274

October 1, 1997

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

100002813401--7
-10/07/97--01007--007
*****35.00 *****35.00

RE: First American Railways, Inc., a Nevada Corporation

Ladies and Gentlemen:

Enclosed herein is the Statement of Change of Registered Office for the captioned corporation. Also enclosed is a check in the amount of \$35 made payable to the Florida Secretary of State to cover the required filing fee. Please acknowledge receipt of this filing by stamping the enclosed copy of this letter and return the same to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me at my direct number (305) 860-7362.

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MOR

118248

RA-Change Add

10-10-97

CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 8:59

Florida Department of State, Sandra B. Mortham, Secretary of State

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of NEVADA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: FIRST AMERICAN RAILWAYS, INC.
2. The mailing address of the corporation is: 3700 N. 29TH AVENUE, SUITE 202,
HOLLYWOOD, FL 33020
3. Date of incorporation/qualification: 5/2/96 Document number: F96000002274
4. The name and address of the current registered agent and office:

DENNIS J. OLLIE, ESQ.OLLIE, MACAULAY & VORRILLA, P.A.
201 SOUTH BISCAYNE BL., SUITE 1402
MIAMI, FL 33131

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

DENNIS J. OLLIE, ESQ.ADORNO & ZEDER, P.A.2601 S. BAYSHORE DRIVE, SUITE 1600
MIAMI, FL 33133

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

✓ Donald P. Cumming

(Signature of an officer, chairman or vice chairman of the board)

9-29-97

(Date)

DONALD P. CUMMING, VICE PRESIDENT

(Printed or typed name and title)

(Date)

I have been named as registered agent and to accept service of process for the above stated corporation. 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 obligation of my position as registered agent.

Dennis J. Ollie

(Signature of Registered Agent)

9/30/97

(Date)

If signing on behalf of an entity:

DENNIS J. OLLIE, ESQ.

(Typed or Printed Name)

(Capacity)

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DIVISION OF CORPORATIONS
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