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96 000002360

May 1, 1996

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

Re: Cleary Enterprises
File #3244

FILED
96 MAY 10 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen/Ladies:

Enclosed are:

1. Application By Foreign Corporation To Transact Business in Florida.
2. Corporate Resolution of Cleary Enterprises, and
3. Check made payable to the Secretary of State in the amount of \$575.00 representing the filing fee, including fines.

Kindly forward confirmation of the filing to our office.

Sincerely,

Janie H. Greusel, Esq.

JBG/mh
Enc.

300001824933
-05/16/96--01088--003
****\$575.00 ****\$575.00

300001824933
-05/16/96--01088--002
****\$81.25 ****\$81.25

300001824933
-05/16/96--01088--001
****\$122.50 ****\$122.50

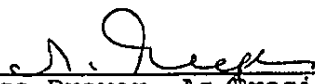
5/10

CORPORATE RESOLUTION OF CLEARY ENTERPRISES CORPORATION

A meeting of the shareholders, officers, and members of the Board of Directors of CLEARY ENTERPRISES CORPORATION, a Bahamian corporation, took place on the ____ day of April, 1996. Upon motion duly made, seconded, and unanimously carried, it was duly:

RESOLVED, that the corporation shall do business in the State of Florida under the name of "CLEARY ENTERPRISES OF COLLIER COUNTY CORPORATION, upon receipt of acknowledgement from the Florida Department of State that said name is available, and upon filing of the appropriate documentation, and does hereby adopt this resolution as the corporation desires to do business in the State of Florida, and its name as incorporated in the Commonwealth of The Bahamas is otherwise unavailable in the State of Florida for use.

Dated this 20 day of April, 1996 at Marco Island, Collier County, State of Florida.



Marco Dreyer, As President

FILED
96 MAY 10 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. CLEARY ENTERPRISES CORPORATION
(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 3. 65-0404522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 24, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Oberhaanlistrasse 7 "Haufliegg"
CH 6005 St., Niklausen, Switzerland
(Current mailing address)

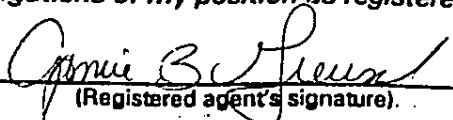
8. any legal purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Jamie B. Greusel
Office Address: 1104 N. Collier Blvd.
Marco Island, Florida, 33937
(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:

A. DIRECTORS

Chairman: HILLY DREYER
Address: Oberhaslistrasse 7 "Hasliegg"
CH 6005 St., Niklausen, Switzerland

Vice Chairman: _____
Address: _____

Director: MARCO DREYER
Address: Oberhaslistrasse 7 "Hasliegg"
CH 6005 St., Niklausen, Switzerland

Director: _____
Address: _____

B. OFFICERS


President: HILLY DREYER
Address: Oberhaslistrasse 7 "Hasliegg"
CH 6005 St., Niklausen, Switzerland

Vice President: _____
Address: _____

Secretary: HILLY DREYER
Address: Oberhaslistrasse 7 "Hasliegg"
CH 6005 St., Niklausen, Switzerland

Treasurer: _____
Address: _____

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

IDC 08

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


CERTIFICATE OF GOOD STANDING (Section 11)

No. **9,917 B** **CLEARY ENTERPRISES CORP.**

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

1. The above Company was duly (incorporated) ~~(COMMONWEALTH)~~ under the provision of the
International Business Companies Act 1989(No. 2 of 1990) on the **24TH**
day of **JUNE** **1992** as a Company No. **9,917B** 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 **28TH** day of **MARCH**
1996


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DEPUTY REGISTRAR GENERAL