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ACCOUNT NO. : 072100000032
REFERENCE : 954134 4327828
AUTHORIZATION : Patricia Pizzit
COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1996
ORDER TIME : 9:34 AM
ORDER NO. : 954134

CUSTOMER NO: 4327828 600001829216
CUSTOMER: Warren D. Hayes, Sr, Esq
Alley, Maass, Rogers &
321 Royal Poincianna Pl.
Palm Beach, FL 33480

FOREIGN FILINGS

NAME: HARDMISTER LIMITED, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 PM 1:26

RECEIVED
96 MAY 15 PM 12:17
DIVISION OF CORPORATION

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Hardminster Limited
(Name of corporation)

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:

Robb R. Maass
(Name of Person)

Alley, Maass, Rogers & Lindsay, P.A.
(Firm/Company)

321 Royal Poinciana Plaza, South
(Address)

Palm Beach, FL 33480
(City, State and Zip Code)

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

Robb R. Maass at (407) 659-1770
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

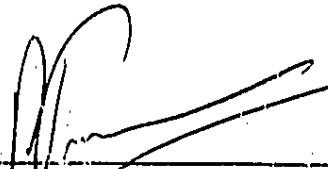
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Director, do hereby certify that this Resolution of the Board of Directors of Hardminster Limited, a corporation duly organized and existing under the laws of the British Virgin Islands, was duly adopted on May 1, 1996.

Resolved that, Hardminster Limited, organized and existing in the British Virgin Islands, hereby adopts the name Hardminster Limited, Inc. for use in Florida.

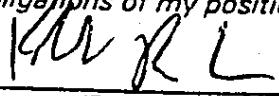
Dated: May 1, 1996


Peter Tranchell, Director

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Hardminster Limited, 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. British Virgin Islands
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. October 26, 1993
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or person)
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 321 Royal Poinciana Plaza, South
Palm Beach, FL 33480
(Current mailing address)
8. All lawful purposes
(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: Robb R. Maass
Office Address: 321 Royal Poinciana Plaza, South
Palm Beach, Florida, 33480
(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter Tranchell

Address: Fire Road 243, MC62 Box 43

Hope, ME 04847

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

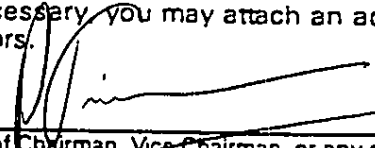
Address: _____

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.

Peter Tranchell, Director

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



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

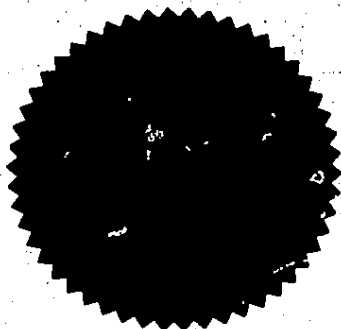
(Section 114)

No. 98509 HARDMINSTER LIMITED

The Registrar of Companies of the British Virgin Islands
DO HEREBY CERTIFY:

1. The above company was duly (incorporated) under the provisions of the International Business Companies Act, (Cap. 291) on the 26th day of October, 1993 as Company No. 98509 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 fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Ordinance.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have 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 evidence by the documents filed with me the Company is in Good legal standing

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 MAY 1996 PM 1:26



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 19th day of April, 1996

[Signature]
REGISTRAR OF COMPANIES

CRTI004U

