F96000002474

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500001818475
-05/13/96--01042--001
******78.75 ******78.75

SUBJECT: PMC CORP W96-10126
(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:

Kim Brown
(Name of Person)

(Firm/Company)

5455 N Federal Highway, Suite D
(Address)

Boca Raton, FL 33487
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 8:12

mtn

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

Kim Brown at (407) 989-8775
(Name of Person) (Area Code & Daytime Telephone Number)

Called 5/15 - explained certificate is what was received from Bahamas - awaiting.
HC

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

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 13, 1996

KIM BROWN
% PMC CORP.
5455 N FEDERAL HIGHWAY, STE D
BOCA RATON, FL 33487

SUBJECT: PMC CORP.
Ref. Number: W96000010126

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We have received your document for PMC CORP. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A photocopy of the certificate of existence is not acceptable.

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.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 596A00023644

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Kim Brown (Name), do hereby certify

that this Resolution of the Board of Directors of PMC CORP (Corporate Name)

a corporation duly organized and existing under the laws of the State of Bahamas

was duly adopted on May 15th. Feb 28th, 1996.

Be it resolved, that PMC CORP (Corporate Name)

organized and existing in the State of Bahamas, hereby adopts the name

PMC CORP OF THE BAHAMAS for use in Florida.

Dated: May 15th, 1996

Kim Brown / Director

Signature of either Chairman, Vice Chairman or any officer

Kim Brown

Type or print name

INHS19(4/96)

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DIVISION OF CORPORATIONS
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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. PMC CORP
(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
(State or country under the law of which it is incorporated)

3. NA
(FEI number, if applicable)

4. 02/28/96
(Date of Incorporation)

5. 02/27/97
(Duration: Year corp. will cease to exist or "perpetual")

6. 05/31/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 5455 N Federal Highway, Suite D
Boca Raton, FL 33487
(Current mailing address)

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8. Holding Company
(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: Kim Brown

Office Address: 5455 N Federal Highway, Suite D

Boca Raton, Florida, 33487
(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.

Kim Brown
(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: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: Kim Brown

Address: 5455 N Federal Highway, Suite D, Boca Raton, FL 33487

____

Director: ______________________

Address: ______________________

____

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

President: ______________________

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________

Address: ______________________

____

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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. Kim Brown - - Director
(Typed or printed name and capacity of person signing application)

96 MAY 17 AM 8:12

IBC 01

Commonwealth of The Bahamas

The International Business Companies Act 1989

(No. 2 of 1990)

Certificate of Incorporation

(Section 11 and 12)

No. 41,531 B

FMC CORP.

I, KELPHENE CUNNINGHAM Registrar General of the Commonwealth of The Bahamas Do Hereby Certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the requirements of the said Act in respect of incorporation have been satisfied, and that

FMC CORP.

is incorporated in the Commonwealth of The Bahamas as an International Business Company this 28TH day of FEBRUARY 1996

Given under my hand and seal at Nassau in the Commonwealth of The Bahamas

REGISTRAR GENERAL

CERTIFIED TO A TRUE COPY
S. PORTER
For and on beh
of Overseas
Company
Registration