

**KERKERING
BARBERIO & CO., P.A.**

CERTIFIED PUBLIC ACCOUNTANTS

Allen J. Barberio, C.P.A.
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Kathy Hargrave, C.P.A., Mgr.
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May 8, 1996

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*****70.00 *****70.00

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Tropicsand Trading Limited, Inc.

Dear Sir or Madam:

Enclosed is a completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Tropicsand Trading Limited, Inc. Also enclosed is a check for \$70 made payable to Florida Department of State.

Please contact me if you have any questions.

Very truly yours,

KERKERING, BARBERIO & CO., P.A., C.P.A.'s

Renea M. Glendinning
Renea M. Glendinning, C.P.A., Mgr.

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 21 PM 12:19

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"Established 1972"

□ Sarasota: 1858 Ringling Boulevard, 34236 P.O. Box 49348, Sarasota, Florida 34230-6348 (941) 365-1617 FAX: (941) 954-3207
□ Bradenton: 1001 Ninth Avenue West, 34205 P.O. Box 1377, Bradenton, Florida 34206-1377 (941) 746-4040 FAX: (941) 748-4868

INTERNET E-MAIL ADDRESS: kbcpa@ix.netcom.com • WEB HOME PAGE: <http://www.kerkeringbarberio.com>

Members: American and Florida Institute of Certified Public Accountants
SEC and Private Companies Practice Sections

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Tropicsand Trading Limited, Inc.
(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:

Renea M. Glendinning
(Name of Person)

Kerkering, Barberio & Co. P.A.
(Firm/Company)

1858 Ringling Boulevard
(Address)

Sarasota, Florida 34236
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Renea M. Glendinning
(Name of Person)

at (941) 365-4617
(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

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. Tropicsand Trading 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. Bahamas
(State or country under the law of which it is incorporated)
3. 52-1973300
(FEI number, if applicable)
4. January 26, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or
"perpetual")
6. Not yet begun transacting business
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155,
7. 1858 Ringling Boulevard
Sarasota, Florida 34236
(Current mailing address)
8. Any lawful activity
(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: Renea M. Glendinning
Office Address: 1858 Ringling Boulevard
Sarasota, Florida, 34236
(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.

Renea M. Glendinning
(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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TALLAHASSEE, FLORIDA

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: H. Dieter Gebhard

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Director: _____

Address: _____

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

President: H. Dieter Gebhard

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Vice President: _____

Address: _____

Secretary: Renee M. Glendinning

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Treasurer: _____

Address: _____

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

13. Renee M. Glendinning
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Renee M. Glendinning
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 1989
(No. 2 of 1990)


CERTIFICATE OF GOOD STANDING (Section 11)

No. **40,529 B** **TROPICSAND TRADING LTD.**

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

1. The above Company was duly (incorporated ~~INCORPORATED~~) under the provision of the
International Business Companies Act 1989(No. 2 of 1990) on the **26TH**
day of **JANUARY** **1996** as a Company No. **40,529B** 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
not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet
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
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 **1ST** day of **MAY**
19 **96**


DEPUTY REGISTRAR GENERAL

96 MAY 21 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA