

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Exotica Beverage, 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:

Larry V. Bishins  
(Name of Person)

Same

(Firm/Company)

4548 North Federal Highway  
(Address)

Fort Lauderdale, FL 33308  
(City/State/Zip)

500001849205  
-06/04/96--01010--030  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Larry V. Bishins  
(Name of Person)

at ( 954 ) 772-7900  
(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

LAW OFFICES OF  
**LARRY V. BISHINS, P.A.**

4548 North Federal Highway  
Fort Lauderdale, FL 33308  
Broward: 305-772-7900  
Fax: 305-772-7924

220 Sunrise Avenue, Suite 209  
Palm Beach, FL 33480-3812  
Palm Beach: 407-732-5809  
U.S.A.: 800-940-4TAX

Please reply to: Fort Lauderdale

April 17, 1996

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

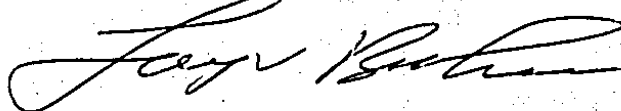
Re: Exotica Beverage, Inc.

Dear Persons:

Enclosed herewith please find an original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above referenced corporation. The original is being filed in accordance with Florida Statutes 607.1503, and the second copy I would appreciate your certifying and returning to my office in the return envelope enclosed for your convenience.

I have also enclosed a check in the amount of \$122.50 representing the registered agent certificate, filing fee and certified copy. Please file the Application by Foreign Corporation for Authorization to Transact Business in Florida certify the copy and return it to my office along with a Certificate of Incorporation.

Very truly yours,



Larry V. Bishins

LVB:cm  
Enc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 23, 1996

LARRY V. BISHINS  
4548 N. FEDERAL HWY  
FT. LAUDERDALE, FL 33308

SUBJECT: EXOTICA BEVERAGE, INC.  
Ref. Number: W96000008757

We have received your document for EXOTICA BEVERAGE, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

\* A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 796A00019138

\* Returned original "CERTIFIED COPY".

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

LAW OFFICES OF  
**LARRY V. BISHINS, P.A.**

4548 North Federal Highway  
Fort Lauderdale, FL 33308  
Broward: 954-772-7900  
Fax: 954-772-7924  
U.S.A.: 800-940-4TAX

220 Sunrise Avenue, Suite 209  
Palm Beach, FL 33480-3812

E-Mail: 72720.103@compuserve.com

Please reply to: Fort Lauderdale

May 22, 1996

Freta Lott,  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Exotica Beverage, Inc.  
Ref. Number: W96000008757

Dear Ms. Lott:

In response to your Letter Number: 796A00019138 regarding the above-referenced corporation, enclosed herewith is a check for \$1,000.00 and a check for \$200.00, made payable to the Secretary of State, in payment of the civil penalty and annual report fees for the above-referenced corporation.

Also enclosed herewith is a Certificate of Good Standing from the State of Delaware dated May 17, 1996.

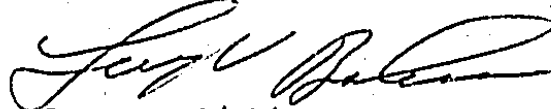
I trust you can now file the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted by the above-referenced corporation.

If you should have any further requirements or concerns, please call this office to advise of any further application process delay prior to returning package to my offices.

Prata Lott  
May 22, 1996  
Page 2

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Larry V. Bishins

LVB:cm  
Enc.

via UPS Next Day Air.

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**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:**

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3

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: Zoev Vigdor  
Address: 11821 Southwest 57th Court  
Miami, FL 33156

Vice Chairman: Herbert Collins  
Address: 12 Old Quarry  
Englewood, NJ 07631

Director: Lance B. Collins  
Address: 200 E. 61st #24 D  
New York, NY 10021

Director: Craig Sirota  
Address: 19070 Fox Landing Drive  
Boca Raton, FL 33434

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

President: Lance B. Collins  
Address: 200 E. 61st Street # 24 D  
New York, NY 10021

Vice President: Lance B. Collins  
Address: 200 E. 61st Street # 24 D  
New York, NY 10021

Secretary: Lance B. Collins  
Address: 200 E. 61st Street # 24 D  
New York, NY 10021

Treasurer: Lance B. Collins  
Address: 200 E. 61st Street # 24 D  
New York, NY 10021

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TALLAHASSEE, FLORIDA

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

13.

Lance B. Collins  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

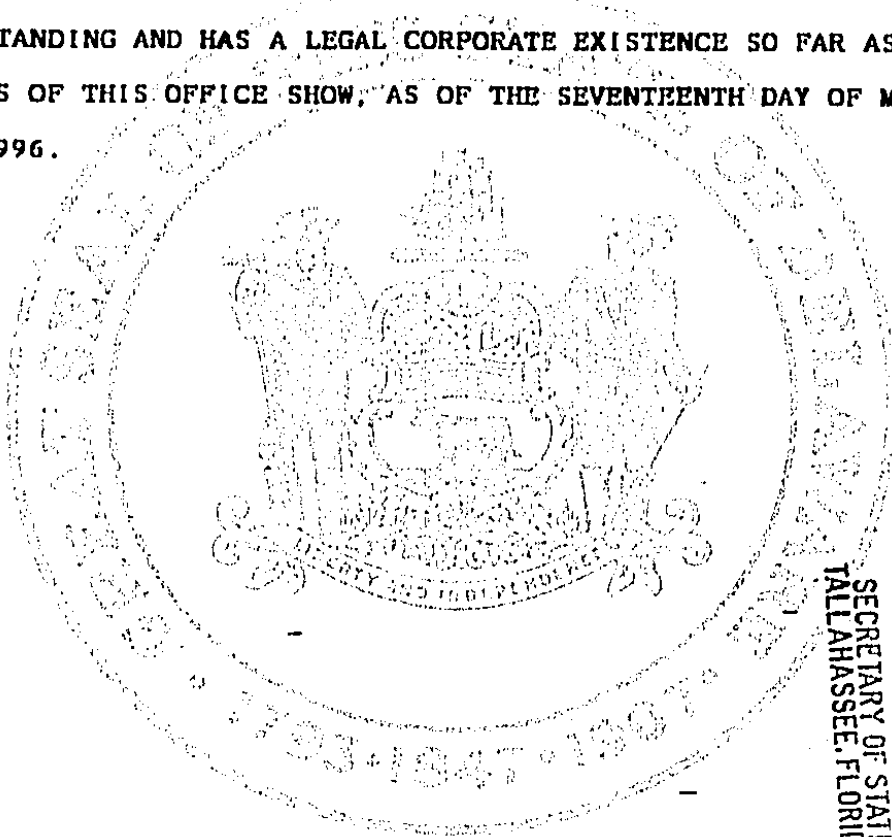
14.

Lance B. Collins, President  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXOTICA BEVERAGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 1996.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 23 PM 5:51

FILED



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 7950722

DATE: 05-17-96

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