

F96000003087

BARRYMORE HOLDINGS, INC.
Nadia S. Edwards, CPA
290-174th Street
Suite 1510
Miami Beach, FL 33160

June 17, 1996

Florida Department of State
PO Box 6327
Tallahassee, FL 32314
Attn. Mr. Doug Dickinson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 AM 10:08

Reg

FIN # 65-0672282

Dear Mr. Dickinson:

Enclosed please find the Application for Approval to Transact Business in Florida, a \$70 check, the application fee, and copies of the Certificate of Incorporation and of the minutes by which I am declared President/Director/Secretary of the company.

Please note that Barrymore Holdings, Inc., as per the Florida Statutes, Sections 607.1501(2)(c), is not yet transacting business - it will just maintain a bank account.

Thank you in advance for giving this your prompt attention.

Sincerely,

Nadia

Nadia S. Edwards
President

200001876292
-06/26/96--01074--008
*****70.00 *****70.00

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. BARRYMORE HOLDINGS, 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. The BAHAMAS 3. 65-0672282
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 4, 1996 5. Perpetual
(Date of incorporation) (Duration: Your corp. will cease to exist or "perpetual")
6. upon notification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 290-174 St #1510
Miami Beach, FL 33160
(Current mailing address)
8. open bank account
(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: Nadia S Edwards, CPA
Office Address: 290-174 St #1510
Miami Beach, FL, Florida, 33160
(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.

Nadia S Edwards

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than
delivery of this application to the Department of State, by the Secretary of State
having custody of corporate records in the jurisdiction under the law of which

to
trial
ed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 AM 10:00

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: Nadia S. Edwards

Address: 290 - 174 St #1510
Miami Beach, FL 33160

Director: _____

Address: _____

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

President: Nadia S. Edwards

Address: 290 - 174 St #1510
Miami Beach, FL 33160

President: _____

Address: _____

Secr. : Nadia S. Edwards

Addr. : 290 - 174 St #1510
Miami Beach, FL 33160

Treasure _____

Address: _____

NOTE: If no listing add. you may attach an addendum to the application officers and/or directors.

13. Nadia S. Edwards Nadia S. Edwards
(Signature Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

BARRYMORE HOLDINGS INC.

Minutes of a Meeting of the Subscribers to the Memorandum of Association of the company held at the Registered Office of the Company, Charlotte House, Charlotte Street, Nassau, Bahamas on the 4th day of June, A.D. 1996 at 1.00pm in the afternoon.

All the Subscribers were present, namely:

Roger Carpenter
Lisa Darville

On motion, Roger Carpenter was appointed to act as Chairman of the Meeting and Lisa Darville was appointed to minute the proceedings and act as Secretary of the Meeting.

The Secretary tabled the Certificate of Incorporation and the Articles and Memorandum of Association for the Company which had been incorporated earlier that day.


On motion duly made and seconded, the following were appointed Directors and/or Officers to hold office shown hereunder until the holding of the next General Meeting of the Members of the Company or until their successors shall have been elected or appointed pursuant to the provisions of the Company's Articles of Association:-

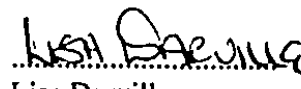
NADIA S. EDWARDS

- DIRECTOR/PRESIDENT & SECRETARY

On motion the subscribers agreed to waive their subscription rights.

There being no further business to be attended to at this time the Meeting was terminated.


.....
Roger Carpenter


.....
Lisa Darville



IBC 01

Commonwealth of The Bahamas

The International Business Companies Act 1990

Certificate of Incorporation

(Section 11 and 12)

No. 44,672 B

BARRYMORE HOLDINGS INC.

I, JAMES M. THOMPSON, ACT. DEP. 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

BARRYMORE HOLDINGS INC.

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this 4TH day of JUNE 1996

Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas

James M. Thompson

ACTING DEPUTY REGISTRAR GENERAL

80 JUN 19 AM 10:08

SHOULD BE IN HANDS OF REGISTRAR