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August 6, 1996

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***122.50 ***122.50

0096-16693

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32301

Re: **Tambeth Holdings, Inc.**

Dear Sir/Madame:

Enclosed for filing, on behalf of the above-referenced corporation, is:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original Certificate of Good Standing issued by the Registrar of Laws of Gibraltar;
3. Our check in the amount of \$122.50 representing the filing fee, registered agent's fee and cost of Certificate of Good Standing from the State of Florida; and
4. Self-addressed, stamped envelope.

If you have any questions or need any additional information, please feel free to contact us.

Very truly yours,

Jackie Gerstenfeld

Jackie Gerstenfeld
Assistant to
Richard M. Zelman

/jg
Enclosures
c:\1217\secat.ltr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 19 AM 9:00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1996

HORNSBY, SACHER, ZELMAN, ETAL
%JACKIE GERSTENFELD
1401 BRICKELL AVE., STE 700
MIAMI, FL 33131

SUBJECT: TAMBETH HOLDINGS, INC.
Ref. Number: W96000016693

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We have received your document for TAMBETH HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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: 896A00038062

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. Tambeth 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. Gibraltar
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 11/19/91
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Company has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.155, F.S.))
7. c/o Legal Assets, Inc., 1401 Brickell Avenue, Suite 700, Miami, Florida 33131

(Current mailing address)

8. To transact any and all lawful business
(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: Legal Assets, Inc.
Office Address: 1401 Brickell Avenue, Suite 700
Miami, Florida 33131

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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.

By: Richard M. Zelman
Richard M. Zelman, President

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:

A. DIRECTORS

Director: Peter Edward Loppard

Address: Le Mont, Aldene Rue des Ardenes

St. Pierre du Bois, Guernsey

Director: Philip John Gifford

Address: The Willows, Norcq Road

St. Sampsons, Guernsey

Director: Paul John Carpenter

Address: Illeas, Osmond Lane

St. Sampsons, Guernsey

B. OFFICERS

President: Lennert Anderson

Address: Kasevagen 7

45200 Stromstad, Sweden

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]

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

14. Lennert Anderson

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



The Companies Ordinance Laws of Gibraltar

IT IS HEREBY CERTIFIED that TAMBETH HOLDINGS INC., LIMITED (originally called TAMBETH HOLDINGS LIMITED which name was changed on the 16th day of May One Thousand Nine Hundred and Ninety Six by Special Resolution dated the 2nd day of May One Thousand Nine Hundred and Ninety Six) was incorporated in Gibraltar under the Companies Ordinance of the Laws of Gibraltar as a limited company on the 23rd day of May One Thousand Nine Hundred and Ninety with incorporation number 39136.

THE FOLLOWING INFORMATION IS CERTIFIED from the documents Registered with the Registrar

(a) DIRECTORS:

Name PETER EDWARD LEPPARD
Address "LE MONT ARDAINE" RUE DES ARDAINES
 ST. PIERRE DU BOIS GUERNSEY
Nationality BRITISH
Occupation CHARTERED BANKER
Appointed on 21/8/95

Name PHILIP JOHN GLANFIELD
Address "THE WILLOWS" NOCQ ROAD
 ST SAMPSONS GUERNSEY
Nationality BRITISH
Occupation CHARTERED BANKIER
Appointed on 21/8/95

Name PAUL JOHN CARPENTER
Address "ILLETAS", OSMOND LANE ST. SAMPSONS
 GUERNSEY
Nationality BRITISH
Occupation CHARTERED SECRETARY
Appointed on 21/8/95

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(b) LAST DOCUMENT FILED PRESENTED BY:

GTB SECRETARIES LIMITED
of SUITE 110/111, NEPTUNE HOUSE, MARINA BAY, GIBRALTAR.

(c) REGISTERED OFFICE:

The situation of the registered office is 110/111 NEPTUNE HOUSE MARINA BAY GIBRALTAR.

(d) SHARE CAPITAL:

The nominal share capital of the company is:

£ 100 DIVIDED INTO: 100 ORDINARY SHARES OF 1 POUND STERLING EACH

(e) SHAREHOLDERS:

Name GTB SECRETARIES LIMITED

Address SUITES 110/111 NEPTUNE HOUSE, MARINA BAY, GIBRALTAR

Nationality

Occupation EXEMPT LIMITED COMPANY

Shares 50

Share Type ORDINARY

Name GTB MANAGEMENT LIMITED

Address SUITES 110/111 NEPTUNE HOUSE, MARINA BAY, GIBRALTAR

Nationality

Occupation EXEMPT LIMITED COMPANY

Shares 50

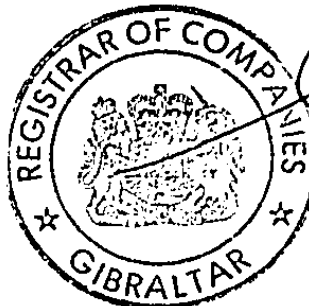
Share Type ORDINARY

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According to the records of the Company held at the Registry of Companies, the Company has been in uninterrupted existence since the date of its incorporation.

There is no document Registered on the file of the said Company kept by the Registrar of Companies which shows that proceedings have been commenced by the Company or against the Company for winding up, striking-off or liquidation.

Given at Gibraltar the 30th day of May 1996.



[Signature]
For and on behalf of the
Registrar of Companies



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