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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

200001933222
-08/27/96--01125--004
****122.50 ****122.50

SUBJECT: U P Liegenschaften Handels GmbH Company
(Name of corporation)

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:

Thomas Baur
(Name of Person)
Baur, Miller & Webner, P.A.
(Firm/Company)
100 N. Biscayne Blvd., 21st Floor
(Address)
Miami, Florida 33132
(City, State and Zip Code)

*N to:
Mr. Woodbridge
confirmed entry
is a corp + not an
inc or 9/28/96
via telephone.
Witt*

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

Frederick Woodbridge, Esq. at (305) 377 - 3561
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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8/28
96 AUG 27 PM 11:32
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DIVISION OF CORPORATIONS

**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. U P Liegenschaften Handels GmbH Company
(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. Germany 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/6/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Baur, Miller & Webner, P.A.
100 N. Biscayne Blvd., 21st Floor
Miami, FL 33132
(Current mailing address)

8. Real Estate holding
(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: Baur, Miller & Webner, P.A.

Office Address: 100 N. Biscayne Blvd., 21st Floor

Miami, Florida, 33132-2306
(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.


(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ursula Blumenauer

Address: 182 Bal Bay Drive

Bal Harbour, FL 33154

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ursula Blumenauer

Address: 182 Bal Bay Drive

Bal Harbour, FL 33154

Attorney-in-Fact, pursuant to General Power of Attorney

~~Vice President~~

Thomas Baur, Esq.

Address: 100 N. Biscayne Blvd., 21st Floor

Miami, FL 33132

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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.

Thomas Baur, Attorney-in-Fact

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

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OFF. REC. 17277PC1019

District Court Frankfurt am Main
Thousands, Hundreds, Tens
13579

CERTIFIED COPY

HRB 38046
(Commercial Registry Page)

No. of Entry	a) Name b) Registered Seat c) Purpose of Corporation	Capital Stock	Board of Directors Personally liable Partner Managers Liquidator
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1	2	3	4
1	a) U P Liegenschaften Handels GmbH b) Frankfurt am Main c) Purchase and Sale of improved and unimproved real estate property	50,000 DM	Ursula Blumenauer nee Laicher Real Estate Broker Bad Soden

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<u>General Power of Procuration</u>	<u>Legal Relationships</u>	a) <u>Date of Entry and signature</u> b) <u>Comments</u>
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5	6	7
	Limited Liability Company The Articles of Incorporation were signed on December 6, 1993 and amended on March 2, 1994. The manager is Ursula Blumenauer nee Laicher and has sole power of representation. She is authorized to conclude legal transactions with herself, in her own name or as representative of a third party with the corporation. (Section 181 Civil Code)	a) 03-10-1994 b) Articles of Incorporation Page 14 et seq. special volume.

BK 25210PG0836

It is herewith certified that this is a true and exact copy of the entry in the Commercial Registry.
Frankfurt (Main) July 10, 1996
de Stoppany
Clerk

District Court

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Löschung b) Bemerkungen
1	<p>a) U P Liegenschaften Handels GmbH</p> <p>b) Frankfurt am Main</p> <p>c) der An- und Verkauf von bebauten und unbebauten Liegenschaften</p>	50.000 DM	Ursula Blumenauer geb. Laicher, Immobilienkauffrau, Bad Soden		<p>Gesellschaft mit beschränkter Haftung.</p> <p>Der Gesellschaftsvertrag ist am 5. Dezember 1993 mit Abänderung vom 2. März 1994 abgeschlossen.</p> <p>Die Geschäftsführerin Ursula Blumenauer geb. Laicher hat Alleinvertragsrecht.</p> <p>Sie ist berechtigt, mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte mit der Gesellschaft abzuschließen (§ 181 BGB).</p>	<p>also 1. 1994</p> <p><i>Link</i></p> <p>b) Gesellschaftsregistertrag Blatt 14 ff. Sonderband</p>

Die Übersetzung mit den Eintragungen im Handelsregister wird beglaubigt.

Frankfurt (Main), 10. Juli 1996

de Stoppang
de Unterschriften der Geschäftsführer



RECORDED IN OFFICIAL RECORDS BOOK OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY-RUVIN
CLERK CIRCUIT COURT

RECORDED IN THE OFFICIAL RECORDS BOOK OF DRYWAD COUNTY, FLORIDA
CLERK ADMINISTRATOR

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