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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED
SEP 24 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

SUBJECT: BARCLAYS OF BRIGHTON (PROPERTIES) LIMITED
(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:

JOHN V. YULL

(Name of Person)

BARCLAYS OF BRIGHTON (PROPERTIES) LIMITED CORP
(Firm/Company)

5110 MARINA CIRCLE
(Address)

BOCA RATON, FL 33486
(City/State/Zip)

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DIVISION OF CORPORATIONS
95 SEP 24 AM 9:46

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

JOHN V. YULL

(Name of Person)

at (561) 393.7143

(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. BARCLAYS OF BRIGHTON (PROPERTIES) LIMITED CORP
(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. ENGLAND
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. JUNE 24, 1980
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON REGISTRATION WITH FLORIDA (EXPECTED TO BE SEPT 30/86)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5110 MARINA CIRCLE, BOCA RATON, FL 33486
(Current mailing address)

8. MANAGEMENT OF ASSETS AND OTHER LAWFUL ACTIVITIES
(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: JOHN V. YULL

Office Address: 5110 MARINA CIRCLE

BOCA RATON, Florida, 33486
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JOHN V. YULL

Address: 5110 MARINA CIRCLE, BOCA RATON, FL 33486

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JOHN V. YULL

Address: 5110 MARINA CIRCLE, BOCA RATON, FL 33486

Vice President: _____

Address: _____

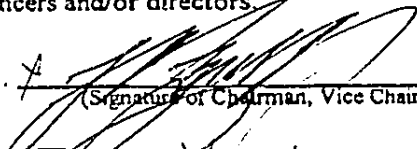
Secretary: _____

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. JOHN V. YULL, President and Chairman
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATE AFFAIRS
86 SEP 24 AM 9:46



THE COMPANIES ACT 1985

Company No. 1494040

The Registrar of Companies for England and Wales hereby certifies that

BARCLAYS OF BRIGHTON (PROPERTIES) LIMITED, (originally called LAKERIVER LIMITED, changed its name on 24th June 1980 to BARCLAYS AUTOMOBILES LIMITED, which was changed on 16th October 1992 to BARCLAYS OF BRIGHTON (PROPERTIES) LIMITED, each change having been made by special resolution and to which approval has been given in accordance with the provisions of the relevant Companies Acts) was incorporated under the Companies Acts 1948 to 1976 as a limited company on 28th April 1980.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 15th August 1996

P. Gartside

P. GARTSIDE

for the Registrar of Companies

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DIVISION OF CORPORATIONS
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