

F96000006056

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERNATIONAL INSURANCE HOLDINGS CORPORATION
(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:

CAROLYN P. LANDIS 300002008959--6
(Name of Person) -11/19/96--01177--001
*****78.75 *****78.75

IHC
(Firm/Company)

17686 FOXBOROUGH LANE
(Address)

BOCA RATON FL 33496
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

CAROLYN P. LANDIS at (561) 451-0522
(Name of Person) (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. INTERNATIONAL INSURANCE HOLDINGS CORPORATION
(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. DELAWARE
(State or country under the law of which it is incorporated)
3. 51-0111487
(FEI number, if applicable)
4. JULY 10, 1969
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT YET - WAITING FOR REGISTRATION & CERTIFICATE TO OPEN BANK ACCTS.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. C/O CAROLYN P. LANDIS
17686 FOXBOROUGH LANE, BOCA RATON, FL 33496
(Current mailing address)
8. TO OWN & MANAGE ASSETS (COMPANIES, PROPERTIES ETC) & PROVIDE
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
MANAGEMENT CONSULTING SERVICES.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CAROLYN P. LANDIS
Office Address: 17686 FOXBOROUGH LANE
BOCA RATON FL, Florida, 33496
(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.

Carolyn P. Landis
(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: MARK LANDIS

Address: 17686 FOXBOROUGH LANE
BOCA RATON FL 33496

Vice Chairman: _____

Address: _____

Director: CAROLYN P. LANDIS

Address: 17686 FOXBOROUGH LANE
BOCA RATON FL 33496

Director: MITCHELL LANDIS

Address: 67 PATTON DRIVE
EAST BRUNSWICK NJ 08816

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

President: CAROLYN P. LANDIS

Address: 17686 FOXBOROUGH LANE
BOCA RATON FL 33496

Vice President: MITCHELL LANDIS

Address: 67 PATTON DRIVE
EAST BRUNSWICK NJ 08816

Secretary: CAROLYN P. LANDIS

Address: 17686 FOXBOROUGH LANE
BOCA RATON FL 33496

Treasurer: CAROLYN P. LANDIS

Address: 17686 FOXBOROUGH LANE
BOCA RATON FL 33496

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

13. Carolyn P. Landis, President

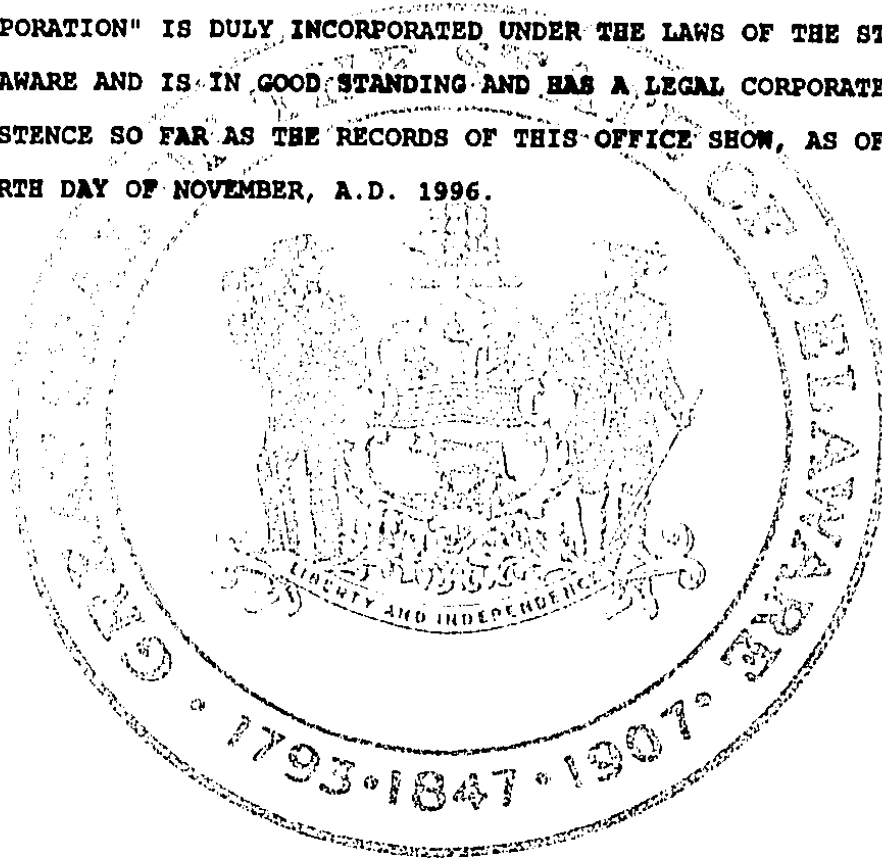
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CAROLYN P. LANDIS, PRESIDENT

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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL INSURANCE HOLDINGS CORPORATION" 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 FOURTH DAY OF NOVEMBER, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8176627

DATE: 11-04-96

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Carolyn L. Landis

IHC Management Consulting

201 Crandon Boulevard #170, Key Biscayne, FL 33149

(305) 361-5228 voice (305) 361-6768 fax cplandis@compuserve.com

August 19, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

Please change the address and telephone number of the registered agent (Carolyn P. Landis), the officers Carolyn and Mark Landis, and the IHC corporation, FEI # 51-0111487 to the following:

201 Crandon Boulevard #170
Key Biscayne, FL 33149

(305) 361-5228 telephone
(305) 361-6768 fax

A copy of the annual report filed in January 1997 is enclosed.

Thank you.

Sincerely,



Carolyn P. Landis
President/ CEO

Enclosure

APPROVED
AND
FILED
1997 AUG 26 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
8/26/97