

GUNSTER, YONKIN, VALDES, FAULKNER & STEWART,
ATTORNEYS AT LAW
F96000006166

OUR FILE NUMBER: 13603.1

WRITER'S DIRECT DIAL NUMBER: (305) 376-6023

November 6, 1996

W96-24125

**CERTIFIED MAIL, RETURN
RECEIPT REQUESTED
Z 434 923 340**

Secretary of State
Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/14/96--01012--003
****122.50 ****122.50

RE: REVELRY CORPORATION

Dear Sir/Madam:

We are enclosing the following documents to register the above referenced corporation to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, duly signed.
2. Certificate of Good Standing issued by the Registrar of Companies of the British Virgin Islands.
3. Check in the amount of US\$122.50 in favour of the Secretary of State for the corresponding filing fee, registered agent designation fee and a certified copy.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
November 6, 1996
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Please acknowledge receipt of these documents by stamping the enclosed copy of this letter and returning it to this office in the self-addressed, stamped envelope provided.

Sincerely yours,


Maria Feliciano
Legal Assistant

Encls.

cc. Guillermo Fernandez-Quincoces, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1996

GUNSTER, YOAKLEY, ETAL
1 BISCAYNE TOWER - ATTN: MARIA FELICIANO
2 S. BISCAYNE BLVD., #3400
MIAMI, FL 33131-1897

SUBJECT: REVELRY CORPORATION
Ref. Number: W96000024125

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

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in 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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 596A00051960

**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. REVELRY CORPORATION

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. British Virgin Islands

(State or country under the law of which it is incorporated)

3. August 27, 1996

(Date of Incorporation)

4. Perpetual

(Duration)

5. applied for

(Federal Employer Identification number, if applicable)

6. upon qualification

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

7. 2 S. Biscayne Blvd., Ste. 3400, Miami, Florida 33131

(Current mailing address)

8. trading firm

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Carlos Cordero B.

Address: Swiss Bank Bldg., 2nd Fl., Calle 53 Este, Urb. Marbella
Panama City, Panama

Vice Chairman: Lorenzo Marquez B.

Address: same as above

Director:

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. Officers:

President: Carlos Cordero B.
Address: Swins Bank Bldg., 2nd Fl., Calle 53 Este, Urb. Marbella
Panama City, Panama

Vice President: _____
Address: _____

Secretary: Lorenzo Marquez B.
Address: same as above

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

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TALLAHASSEE, FLORIDA

10. Name and Street address of Florida registered agent:

Name: VALDES-FAULI CORPORATE SERVICES, INC.
Office Address: 2 South Biscayne Blvd., Ste. 3400
Miami, Florida 33131
Zip Code

11. 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: Guliano J. Fernandez Dommarco, Vice President

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. LORENZO MARQUINEZ B. - Secretary
(Name and capacity of person signing application)



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

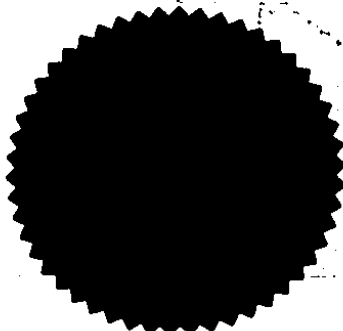
CERTIFICATE OF GOOD STANDING

(Section 114)

No. 197040 REVELRY CORPORATION

The Registrar of Companies of the British Virgin Islands
DO HEREBY CERTIFY:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 27th day of August, 1996 as Company No. 197040 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 4th day of November, 1996

[Signature]
REGISTRAR OF COMPANIES

CRTI0046

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

