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TRANSMITTAL LETTER

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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kissalle, Ltd., Inc.
(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:

Renea M. Glendinning

(Name of Person)

Kerkering, Barberio & Co., P.A.

(Firm/Company)

1858 Ringling Boulevard.

(Address)

Sarasota, Florida 34236

(City/State/Zip)

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

Renea M. Glendinning
(Name of Person)

at (941) 365-4617
(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. Kissalle Ltd., 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 98-0164658
(FBI number, if applicable)
4. 7/8/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not currently transacting business
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. 1858 Ringling Boulevard
Sarasota, Florida 34236
(Current mailing address)
8. Any lawful activity
(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: Renea M. Glendinning

Office Address: 1858 Ringling Boulevard

Sarasota, Florida, 34236
(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.

Renea M. Glendinning
(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: VALDIR MANAGERS LIMITED (REPRESENTED BY
Address: 50. TOWN RANGE- GIBRAUTAR > JAMES DAVID HASSM)

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: FINSBURY SECRETARIES LIMITED (REPRESENTED BY

Address: 50. TOWN RANGE. GIBRAUTAR. MAURICE ALBERT PERERA)

Treasurer: _____

Address: _____

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

13. JAMES DAVID HASSM VALDIR MANAGERS LIMITED
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MAURICE ALBERT PERERA FINSBURY-SECRETARIES LIMITED
(Typed or printed name and capacity of person signing application)

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I, ANTHONY JULIUS PATRICK LOMBARD of the City and Garrison of Gibraltar, Bachelor of Laws with Honours, Barrister at Law, and Commissioner for Oaths of the City and Garrison of Gibraltar, NOTARY PUBLIC by Royal Authority duly admitted and sworn, practising in the said City, DO HEREBY CERTIFY that the document attached hereto is a certificate issued for and on behalf of the Registrar of Companies by Jennifer Wiley, setting out details of the company:

KISSALLE LIMITED

which are contained in the file of the Company kept by the Registrar of Companies which is available for public inspection.

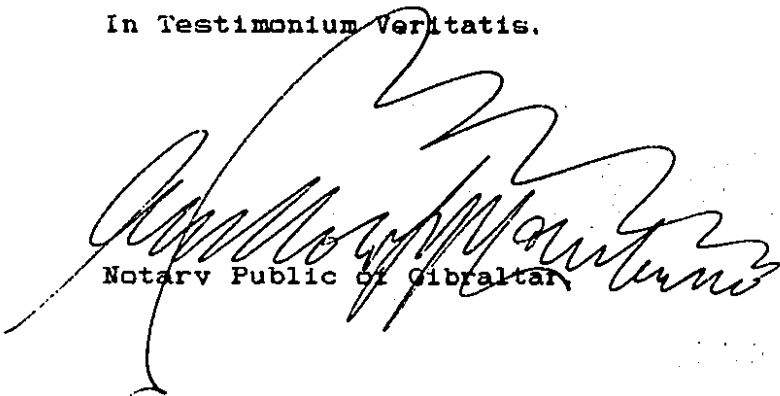
WHEREOF an Act being required I, the said Notary, have granted these presents under my signature and official seal to serve and avail when and where need may require.

DONE and PASSED in Gibraltar aforesaid this 9th December One Thousand Nine Hundred and Ninety Six.

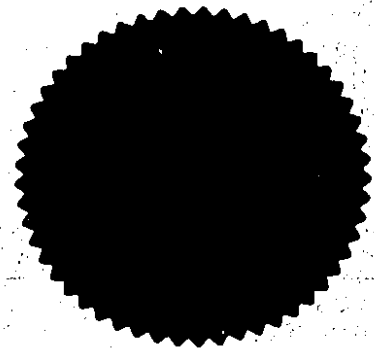
Quod Veritatem Attestum

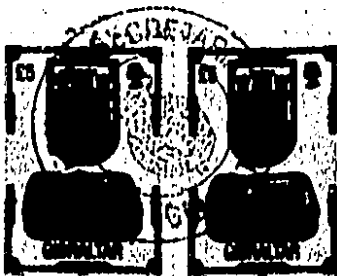
et

In Testimonium Veritatis.


Notary Public of Gibraltar

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APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: GIBRALTAR
This public document
2. has been signed by A. LOMBARD
3. acting in the capacity of notary public
4. bears the seal stamp of the said notary public

Certified

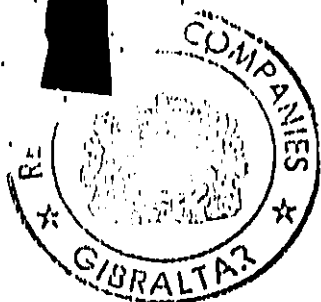
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5. at GIBRALTAR
6. the 11 DEC 1996
7. by THE GOVERNOR AND COMMANDER-IN-CHIEF
OF THE CITY OF GIBRALTAR
8. No 142378
9. Seal/Stamps:

10. Signature: *W.J. Brattenden*

W.J. BRATTENDEN

for The Governor and Commander-in-Chief
of the city of Gibraltar.



MD



The Companies Ordinance Laws of Gibraltar

IT IS HEREBY CERTIFIED that KISSALL LIMITED was incorporated in Gibraltar under the Companies Ordinance of the Laws of Gibraltar as a limited company on the 8th day of July One Thousand Nine Hundred and Ninety One with incorporation number 43146.

THE FOLLOWING INFORMATION IS CERTIFIED from the documents Registered with the Registrar and kept on the file of the company in the custody of the Registrar of Companies:-

(a) DIRECTORS:

Name	VALDIR MANAGERS LIMITED
Address	SUITES 7B & 8B, 50 TOWN RANGE, GIBRALTAR
Nationality	
Occupation	MANAGEMENT COMPANY
Appointed on	26/08/92

(b) LAST DOCUMENT FILED PRESENTED BY:

VALMET
of SUITES 7B & 8B, 50 TOWN RANGE, GIBRALTAR.

(c) REGISTERED OFFICE:

The situation of the registered office is SUITE 7B & 8B 50 TOWN RANGE GIBRALTAR.

(d) SHARE CAPITAL:

The nominal share capital of the company is :

£ 1000 DIVIDED INTO: 1000 ORDINARY SHARES OF 1 POUND STERLING EACH

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(C) SHAREHOLDERS:

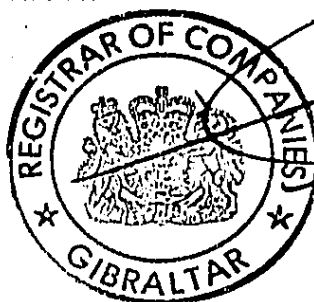
Name PINSBURY NOMINEES LIMITED
Address SUITES 7B & 8B, 50 TOWN RANGE, GIBRALTAR
Nationality
Occupation CORPORATION
Shares held 500 ORDINARY shares of 1 POUND STERLING each

Name VALMIET NOMINEES LIMITED
Address SUITES 7B & 8B, 50 TOWN RANGE, GIBRALTAR
Nationality
Occupation LIMITED COMPANY
Shares held 500 ORDINARY shares of 1 POUND STERLING each

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 5th day of December 1996.



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

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