

**F 97000005682**

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: RAB OVERSEAS CORP.  
 (Name of corporation - must include suffix)

Dear Sir or Madam:

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 -10/28/97--01063--006  
 \*\*\*\*131.25 \*\*\*\*131.25

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:

Arturo J. Aballi, Jr., Esq.  
 (Name of Person)

Aballi, Milne, Kalil & Garrigo, P.A.  
 (Firm/Company)

One S.E. Third Ave., Suite 1980  
 (Address)

Miami, Florida 33133  
 (City/State/Zip)

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 TALLAHASSEE, FLORIDA

*gh*  
*10/29*

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

Ivan Solari at ( 305 ) 373-6600  
 (Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Section  
 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. RAB OVERSEAS 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. British Virgin Islands

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

3. N/A

(FEI number, if applicable)

4. March 29, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet transacted business

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

7. One S.E. Third Avenue, Suite 1980

Miami, Florida 33131

(Current mailing address)

8. Any act or activity not prohibited under the laws of Florida  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: AMKGS REGISTERED AGENTS, INC.

Office Address: 1980 SunTrust International Center, One S.E. Third Ave.

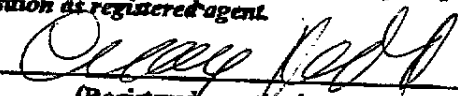
Miami

Florida, 33131

(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Arturo J. Aballi, Jr.

Address: One S.E. Third Ave., Suite 1980  
Miami, Florida 33131

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Arturo J. Aballi, Jr.

Address: One S.E. Third Ave., Suite 1980  
Miami, Florida 33131

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

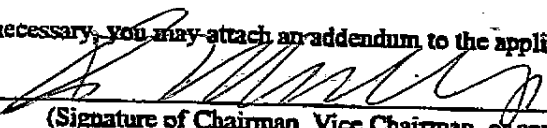
Secretary: Caridad Fernandez

Address: One S.E. Third Ave., Suite 1980  
Miami, Florida 33131

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. Arturo J. Aballi, Jr., President  
(Typed or printed name and capacity of person signing application)

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

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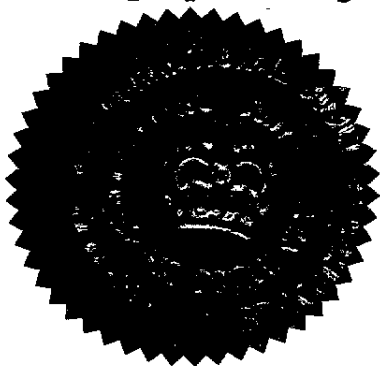
CERTIFICATE OF GOOD STANDING

(Section 114)

No. 113499 RAB OVERSEAS CORP.

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 29th day of March, 1994 as Company No. 113499 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 22nd day of October, 1997

*[Signature]*  
 Ant. REGISTRAR OF COMPANIES

CRTI0047

