



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 26, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002364186--7
-12/05/97--01058--005
*****70.00 *****70.00

RE: Torres Enterprises Inc.
9707112771892

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for Torres Enterprises Inc..

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Linda J. Snook
Unit Leader
Non-Delaware Filings

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -5 AM 9:20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. TORRES ENTERPRISES 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. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/11/97 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. opened Not from Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4202 Key Biscayne Ln #318 Winter Park
FL. 32792
(Current mailing address)

8. Retail
(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:

Name: Larry S. Wolfe

Office Address: 200 -A John Knox Road

Tallahassee, Florida, 32303-6643
(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.

See attached

(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 11
AM 9:21

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALEJANDRO R. TORRES
Address: 4202 Key Biscayne Ln #318
Winter Park FL 32792

Vice Chairman: Same Above
Address: _____

Director: Same Above
Address: _____

Director: Same Above
Address: _____

B. OFFICERS

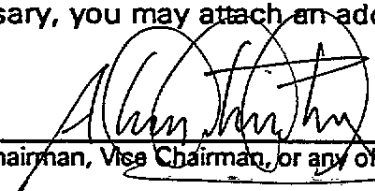
President: Same Above
Address: _____

Vice President: Same Above
Address: _____

Secretary: Same Above
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. ALEJANDRO TORRES
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1503, Florida Statutes, the following is submitted:

First, this Torres Enterprises Inc. organized
under the laws of the state of Delaware with its principal place of
business to be located in the city of Winter Park, State of Florida,
has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as
its agent for service of process within Florida.

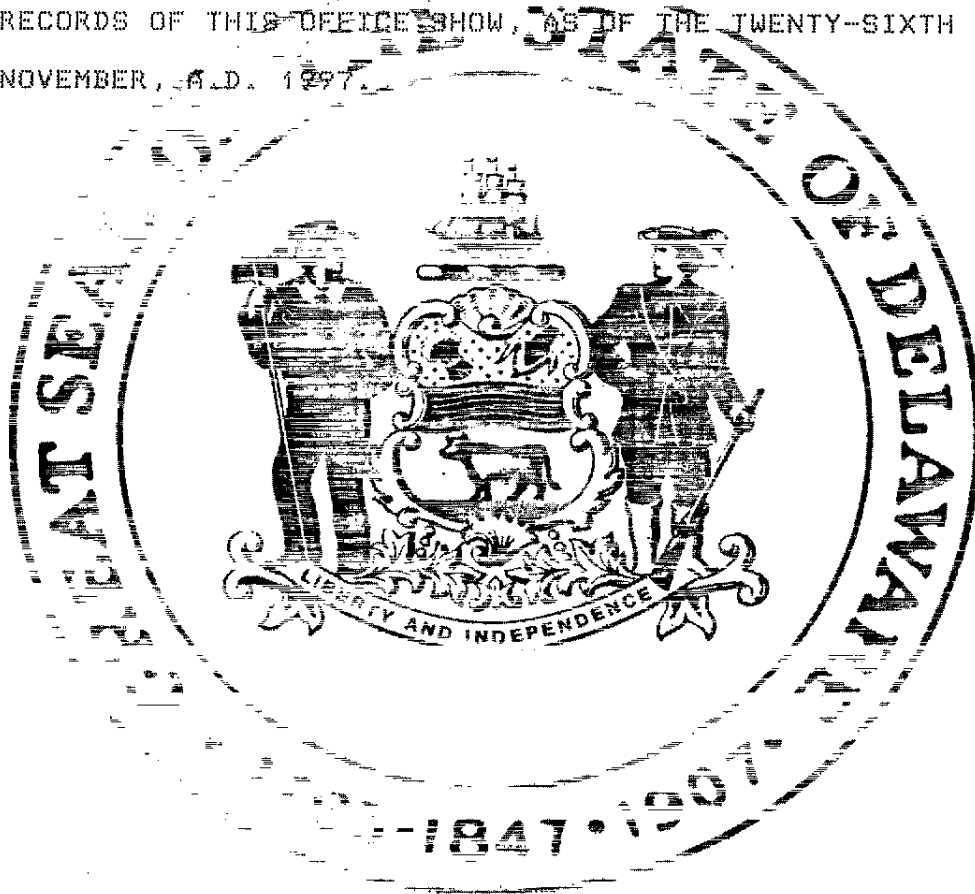
Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Larry Wolfe

11-26-97
Date

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TORRES ENTERPRISES INC." 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 TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1997.



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 DEC -5 AM 9:21



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Edward J. Freel, Secretary of State

8780412

AUTHENTICATION:

11-26-97

DATE: