

F97000006432

December 4, 1997

Division Of Corporations
Qualification and Registration Section
409 East Gaines Street
Tallahassee, FL 32399

200002364182--0
-12/05/97--01058--003
*****70.00 *****70.00

Ladies or Gentlemen:

Enclosed is an application for authorization to transact business in Florida for Dharma Holdings Limited Company.

I am enclosing a current Certificate of Good Standing and a \$70.00 check for filing fee and registered agent designation.

Please designate myself, William Wintzer, as contact person at (561)338-3298.

The acknowledgment can be sent as follows:

William Wintzer
1450 S. Dixie Hwy, Suite 101
Boca Raton, FL 33432

Thank you for your attention to this matter.

Respectfully,

William R. Wintzer

William R. Wintzer

12/18
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. DHARMA HOLDINGS LIMITED COMPANY
(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. NOVEMBER 18, 1997 4. PERPETUAL
(Date of Incorporation) (Duration)
5. 65-0797181
(Federal Employer Identification number, if applicable)
6. JANUARY 1, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1450 S. DIXIE HWY., STE 101, BOCA RATON, FL 33432
(Current mailing address)
8. BUSINESS MANAGEMENT AND STRATEGIC ACQUISITIONS
(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: ROBERT M. SMITHER, JR.
Address: 1450 S. DIXIE HIGHWAY, SUITE 101
BOCA RATON, FL 33432

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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B. Officers:

President: WILLIAM R. WINTZER
Address: 1450 S. DIXIE HWY, SUITE 101
BOCA RATON, FL 33432

Vice President: ROBERT M. SMITHER, JR
Address: 1450 S. DIXIE HWY, SUITE 101
BOCA RATON, FL 33432

Secretary: BARBARA A. FEINBLATT
Address: 1450 S. DIXIE HWY, SUITE 101
BOCA RATON, FL 33432

Treasurer: WILLIAM R. WINTZER
Address: 1450 S. DIXIE HWY, SUITE 101
BOCA RATON, FL 33432

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

10. Name and Street address of Florida registered agent:

Name: ROBERT M. SMITHER, JR
Office Address: 1450 S. DIXIE HWY, SUITE 101
BOCA RATON, Florida 33432
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: Robert M. Smither, Jr

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. William R. Wintzer
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. WILLIAM R. WINTZER - PRES / TREAS
(Name and capacity of person signing application)



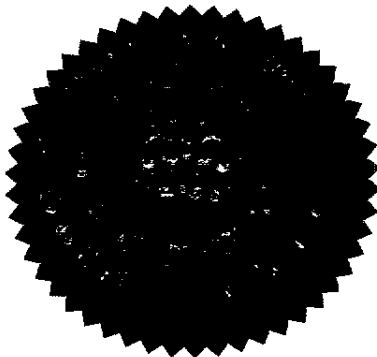
TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING (Section 114)

No. 257190 DHARMA HOLDINGS LIMITED

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 18th day of November, 1997 as Company No. 257190 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 21st day of November, 1997

CRTI004Y

Ant. [Signature]
REGISTRAR OF COMPANIES

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DIVISION OF CORPORATIONS
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