

F970000065 93
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: STARKEY PROPERTIES LTD., INC.
(Name of corporation)

400002347104--4
-11/14/97--01025--002
*****70.00 *****70.00

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:

THOMAS C. ROBERGE
(Name of Person)

THOMAS C. ROBERGE & COMPANY
(Firm/Company)

ONE BEACH DRIVE SE, SUITE 220
(Address)

ST. PETERSBURG, FLORIDA 33701
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 9:47

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

THOMAS C. ROBERGE
(Name of Person)

at (813 - 822-9393)
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

mtm
12/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1997

THOMAS C ROBERGE
THOMAS C ROBERGE & COMPANY
ONE BEACH DRIVE., SE STE 220
ST PETERSBURG, FL 33701

SUBJECT: STARKEY PROPERTIES LTD., INC.
Ref. Number: W97000025808

We have received your document for STARKEY PROPERTIES LTD., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 597A00054843

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Brigitte Duclos, do hereby certify
(Name)

that this Resolution of the Board of Directors of Starkey Properties Ltd.

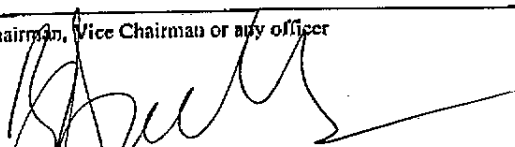
a corporation duly organized and existing under the laws of the State of British Virgin Islands
was duly adopted on December 4,, 1997

Be it resolved, that Starkey Properties Ltd.
organized and existing in the State of British Virgin Islands, hereby adopts the name
5155 Isla Kev Blvd., Inc.

Dated: December 4, 1997

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7 DEC 15 AM 9:47

Signature of either Chairman, Vice Chairman or any officer



Brigitte Duclos, Treasurer

Type or print name

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. STARKEY PROPERTIES 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. BRITISH VIRGIN ISLANDS

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

3. APPLIED FOR

(FEI number, if applicable)

4. OCTOBER 13, 1997

(Date of Incorporation)

5.

"PERPETUAL"

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

6. JANUARY 1, 1998

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

7. C/O THOMAS C. ROBERGE

ONE BEACH DRIVE SE, STE 220, ST. PETERSBURG, FL 33701

(Current mailing address)

8. INVESTMENT REAL ESTATE

(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: THOMAS C. ROBERGE

Office Address: ONE BEACH DRIVE SE, SUITE 220

ST. PETERSBURG

, Florida , 33701

(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.

[Signature] 11/12/97
(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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DIVISION OF CORPORATIONS
97 DEC 15 AM 9:17

i2. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALAIN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Vice Chairman: EVELYN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Director: ALAIN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Director: BRIGITTE DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701

B. OFFICERS

President: ALAIN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Vice President: EVELYN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Secretary: EVELYN DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701
Treasurer: BRIGITTE DUCLOS
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FLORIDA 33701

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) and/or directors.

14. ALAIN DUCLOS

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
9 DEC 15 AM 9:15
ST. PETERSBURG, FLORIDA 33701

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DIVISION OF CORPORATIONS

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

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 252369

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES pursuant to the International Business Companies Act, Cap. 291 that all the requirements of the Act in respect of incorporation having been satisfied,
STARKEY PROPERTIES LTD.
is incorporated in the British Virgin Islands as an International Business Company this 13th day of October, 1997.

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

CRTI001Y

REGISTRAR OF COMPANIES