

TRANSMITTAL LETTER

F980000000155

O: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

3000002379099--2
-12/22/97--01067--008
*****70.00 *****70.00

SUBJECT: ARNOLD & GREEN (IRELAND) LIMITED, INC.
(Name of corporation)

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)

647-28449

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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:29



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1997

THOMAS C. ROBERGE
THOMAS C. ROBERGE & COMPANY
ONE BEACH DR SE, SUITE 220
ST PETERSBURG, FL 33701

SUBJECT: ARNOLD & GREEN (IRELAND) LIMITED, INC.
Ref. Number: W97000028449

We have received your document for ARNOLD & GREEN (IRELAND) LIMITED, 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:

I have read the letter from Oliver Freaney & Company attesting to the corporation's existence. However, this office will require evidence such as a copy of Arnold & Green (Ireland) Limited's certificate of incorporation as filed with Ireland's commercial business registry.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

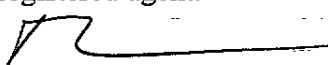
Letter Number: 797A00060021

**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. ARNOLD & GREEN (IRELAND) LIMITED, 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. IRELAND 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/22/81 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/98
(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, SUITE 220, ST. PETERSBURG, FLORIDA 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 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.


(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
98 JAN 12 AM 9:29

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

A. DIRECTORS

Chairman: MICHAEL PAYNEAddress: 47 Sunbridge Avenue Broomley
Kent England.Vice Chairman: ANTHONY GOLDSBURY M.D.Address: Trade Winds, Summit
Howth Co DUBLIN (IRELAND)Director: CLARA BREENAddress: 35 Crodon Park, Celbridge
Co. Kildare IrelandDirector: JOE VALENTINEAddress: 65 MANOR HILL BALLINCOLLIG
CORK. (Ireland)

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: MAEVE O' BRIENAddress: 7 WILSBROOK GROVE, WILSBROOK PARK,
LUCAN Co DUBLIN (IRL)

Treasurer: _____

Address: _____

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

SIGN

13.

MAEVE O' BRIEN
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

MAEVE O' BRIEN
(Typed or printed name and capacity of person signing application)

No.

85086

Certificate of Incorporation on Change of Name

I HEREBY CERTIFY that

ARNOLD & GOLDING (IRELAND) LIMITED

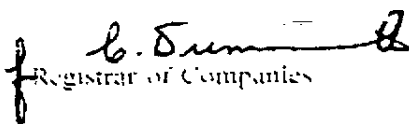
having, by a Special Resolution of the Company, and with the approval of the MINISTER FOR INDUSTRY AND COMMERCE, changed its name, is now incorporated as a limited company under the name

ARNOLD & GREEN (IRELAND) LIMITED

and I have entered such name on the Register accordingly.

Given under my hand this

27th June 1988


Registrar of Companies

98 JAN 12 AM 9:30
DIVISION OF COMPANIES