

FEB. 6.1998

3:32PM

SCHARLIN, LANZETTA

NO.290

P.2/5

2/06/98

**F98000000746**

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC BILLING COVER SHEET

3:07 PM

((H98000002595 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN

ACCT#: 075444001523

CONTACT: MARY FAWKES

PHONE: (305)358-4222

FAX #: (305)358-0602

NAME: DALFEN BOYNTON II ENTERPRISES INC.

AUDIT NUMBER.....H98000002595

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$131.25

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP VT102 \* FDX \* 9600 E71 \* LOG CLOSED \* PRINT OFF \*

RECEIVED  
98 FEB -6 PM 3:45  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -6 PM 4:03

SCHARLIN, LANZETTA, COHEN, COBB & EBIN  
SUITE 400 - UNITED NATIONAL BANK BUILDING  
1399 S.W. FIRST AVENUE  
MIAMI, FL 33130  
(305) 358-4222  
FAX 358-0602

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Secretary of State

ATTENTION: Div. of Corporations - Electronic Filing Section

TELECOPY #: 904-922-4000

FROM: Diane Jacobs

RE: Dalfen / Boynton

DATE SENT: February 6, 1998 TIME SENT: \_\_\_\_\_

FILE #: \_\_\_\_\_

NO. OF PAGES TRANSMITTED, INCLUDING THIS COVER SHEET: 5

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB - 6 PM 4:03

Diane Jacobs  
TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: \_\_\_\_\_

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately return the original message to us at the above address via the U.S. Postal Service. Thank you.

H98000002595

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. DALFEN BOYNTON II 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. CANADA (State or country under the law of which it is incorporated)

3. (FBI number, if applicable)

4. JANUARY 23 1998 (Date of incorporation)

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

6. January 23, 1998 (Date first transacted business in Florida. (See sections 607.1502 and 617.155, F.S.))

7. c/o Dalfen Boynton II Enterprises Inc. Attn: Mr. Murray Dalfen, President 8479 Place Devonshire Villa Mont-Royal Quebec H4P 1S5, CANADA (Current mailing address)

8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) The corporation is authorized in its home country to conduct all lawful business, and will have the authority to do so in Florida.

9. Name and street address of Florida registered agent: Name: Thomas C. Cobb, Esq. Office Address: 1399 SW First Avenue, Suite 400 Miami, Florida, 33130 (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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 FEB - 6 PM 4:00

H98000002595

12. Names and addresses of officers and directors:

A. DIRECTORS

Chairman: Murray Dalfen  
Address: 8479 Place Devonshire  
Ville Mont-Royal, Quebec CANADA H4P 1B5

Vice Chairman:  
Address:

Director:  
Address:

Director:  
Address:

B. OFFICERS

President: Murray Dalfen  
Address: 8479 Place Devonshire  
Ville Mont-Royal, Quebec CANADA H4P 1B5

Vice President:  
Address:

Secretary: Murray Dalfen  
Address: 8479 Place Devonshire  
Ville Mont-Royal, Quebec CANADA H4P 1B5

Treasurer: Murray Dalfen  
Address: 8479 Place Devonshire  
Ville Mont-Royal, Quebec CANADA H4P 1B5

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB - 6 PM 4: 03

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

13. *Murray Dalfen*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Murray Dalfen, President  
(Typed or printed name and capacity of person signing application)

Z:\ECC\DALFEN\DOTEDOR\MXD\APC-02.FXA

H98000002595



Industry Canada Industrie Canada

H98000002595

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

**CERTIFICATE OF COMPLIANCE  
S.S. 263(2)**

**CERTIFICAT DE CONFORMITÉ  
S.S. 263(2)**

**DALFEN BOYNTON II ENTERPRISES INC.  
LES ENTREPRISES DALFEN BOYNTON II INC.**

**345601-3**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Number - Numéro

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the *Canada Business Corporations Act* and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns and Financial Statements.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions* et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels et les états financiers dont l'envoi est requis.

*Glenn M. Collins*  
Deputy Director - Directeur adjoint

February 4, 1998/le 4 février 1998

Date

H98000002595

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB - 6 PM 4: 03