

F98000001458

DEERBROOKE INVESTMENTS, INC.

FILED
98 MAR 13 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

March 12, 1998

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-03/13/98--01065--001
*****70.00 *****70.00

Attn: Qualification and Registration Section

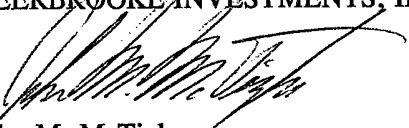
Re: *Registration of Foreign Corporation*

Gentlemen:

Enclosed is our Application, with supporting documentation and fees, for the registration of Deerbrooke Investments, Inc. as a foreign corporation authorized to transact business in Florida. Any questions regarding this Application should be directed to the undersigned at the telephone number listed on this letterhead. Acknowledgment of this registration should, likewise, be sent to the attention of the undersigned in the enclosed pre-paid Federal Express packet.

Very truly yours,

DEERBROOKE INVESTMENTS, INC.


John M. McTighe
Assistant Secretary

JMM:sjg

Enclosures

42³/13

**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. Deerbrooke Investments, Inc.

(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. Republic of Panama

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

3. March 6, 1997

4. Perpetual

(Date of Incorporation)

(Duration)

5. 65-0722966

(Federal Employer Identification number, if applicable)

6. January 22, 1998

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

7. 2790 North Federal Highway, Boca Raton, Florida 33431

(Current mailing address)

8. Passenger ship operation

(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: Frank A. Leo

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Vice Chairman: Francis X. Murray

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Director: John U. Mariucci

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Director: _____

Address: _____

B. Officers:

President: Frank A. Leo

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Executive

Vice President: John P. Thomas

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Secretary: Francis X. Murray

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

Treasurer: Francis X. Murray

Address: 2790 North Federal Highway

Boca Raton, Florida 33431

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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: John M. McTighe

Office Address: 2790 North Federal Highway

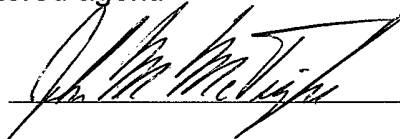
Boca Raton, Florida 33431

(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:



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.

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

14. John P. Thomas, Executive Vice President

(Name and capacity of person signing application)

Addendum

9. B. (continued)

Officers:

Assistant Secretary: John M. McTighe
Address: 2790 North Federal Highway
Boca Raton, Florida 33431

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Consulado de Panamá
Miami - Florida

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THE PURPOSE OF THIS LETTER IS TO CERTIFY THAT THE COMPANY DEERBROOKE INVESTMENTS INC IS DULLY SUSCRIBED ACCORDING TO THE PANAMANIAN LAW IN THE CHIP 324882 FILE 52544 IAMGE 0068, OF THE PUBLIC REGISTRY OF THE REPUBLIC OF PANAMA, SECTION OF MICROFILMS MERCANTILE SECTION SINCE MARCH 6, 1997.

THAT THIS COMPANY IS IN GOOD STANDING AS TO THIS DATE, MARCH 12, 1998.

THAT THE BOARD OF DIRECTORS AND DESIGNATES ARE AS FOLLOWS:

DIRECTOR PRESIDENT	FRANK A. LEO
DIRECTOR EXCUTIVE VICE-PRESIDENT	JOHN P. THOMAS
DIRECTOR TREASURER	FRANCIS X. MURRAY
DIRECTOR SECRETARY	FRANCIS X. MURRAY
SUB-SECRETARY	JOHN M. McTIGHE
DIRECTOR	JOHN U. MARRIUCCI

THAT THE ABOVE MENTIONED INSCRIPTIONS FOR THE BOARD OF DIRECTORS AND DESIGNATES ARE IN EFFECT.

THE CERTIFICATION FOR DEERBROOKE INVESTMENTS INC. HAS BEING AUTHORIZED BY THE PUBLIC REGISTRY OF THE REPUBLIC OF PANAMA ON MARCH 6, 1998.



R. - 7
RODRIGO GONZALEZ
Consul General of Panama
Miami, Florida