

F98000001465

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NEWPORT BAY CAPITAL GROUP, INC.
(Name of corporation - must include suffix)

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:

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-03/13/98--01123--012
****131.25 ****131.25

ALBERT J. FIORINI
(Name of Person)

NEWPORT BAY CAPITAL GROUP, INC.
(Firm/Company)

3434 VIA LIDO, THIRD FLOOR
(Address)

NEWPORT BEACH, CA 92663-3921
(City/State/Zip)

gl 3/16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAR 13 AM 9:14
FILED

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

ALBERT J. FIORINI at (800) 400-6778 ext 21
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Newport Bay Capital Group, 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. California 3. 33-0419680
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/11/90 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Seeking 03/15/98 to 03/21/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3434 Via Lido, Third Floor
Newport Beach, CA 92663-3921
(Current mailing address)

8. Administrative and marketing support for California Office.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

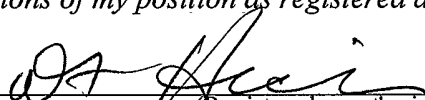
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T Corporation System

Office Address: c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida, 33324
(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.



D.F. Hickey, (Registered agent's signature)
Assistant Secretary

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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Albert J. Fiorini

Address: 3434 Via Lido, Third Floor
Newport Beach, CA 92663-3921

Vice Chairman: Same as above

Address: _____

Director: Same as above

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Albert J. Fiorini

Address: 3434 Via Lido, Third Floor
Newport Beach., CA 92663-3921

Vice President: Same as above

Address: _____

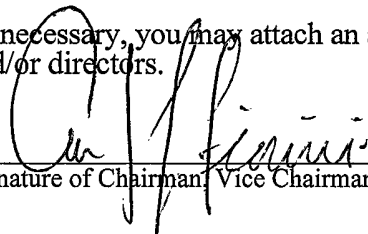
Secretary: Albert J. Fiorini

Address: 3434 Via Lido, Third Floor
Newport Beach, CA 92663-3921

Treasurer: Albert J. Fiorini

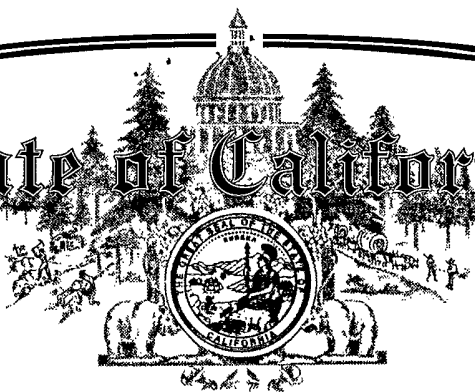
Address: 3434 Via Lido, Third Floor
Newport Beach, CA 92663-3921

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)

14. Albert J. Fiorini
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 11th day of June, 19 90,

NEWPORT BAY CAPITAL GROUP, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 9, 1998.



Bill Jones

Secretary of State