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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 747037 80388A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 19, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 747037-005

CUSTOMER NO: 80388A

CUSTOMER: Kramer A. Litvak, Esq  
Emmanuel Sheppard & Condon  
Post Office Drawer 1271

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\*\*\*2385.00 \*\*\*2385.00

Pensacola, FL 32596

FOREIGN FILINGS

NAME: BRMC OF DELAWARE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 19 PM 12:02

RECEIVED  
98 MAR 19 AM 11:39  
DIVISION OF CORPORATION

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3/19

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: BRMC of Delaware, 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:

Kramer A. Litvak  
(Name of Person)

Emmanuel, Sheppard & Condon  
(Firm/Company)

Post Office Drawer 1271  
(Address)

Pensacola, Florida 32596  
(City/State/Zip)

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

Kramer A. Litvak at ( 850 ) 433-6581  
(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. BRMC of Delaware, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 74-2782060  
(FEI number, if applicable)
4. April 22, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. April 22, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. BRMC of Delaware, Inc.  
10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541  
(Current mailing address)
8. To manage and operate corporate subsidiaries.  
(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 acceptable)  
  
Name: Mary Maloney  
BRMC of Delaware, Inc.  
Office Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida, 32541  
(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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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: Michael Cunningham  
Compass International Services Corporation  
Address: One Penn Plaza, Suite 4430  
New York, N.Y. 10119

Vice Chairman: Mahmud Hag  
Compass International Services Corporation  
Address: One Penn Plaza, Suite 4430  
New York, NY 10119

Director: H. Gene Collins  
BRMC of Delaware, Inc.  
Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

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


President: H. Gene Collins  
BRMC of Delaware, Inc.  
Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541

Vice President: John Maloney  
Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541

Secretary: Mary Maloney  
Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541

Treasurer: Billy Ray Pitcher  
Address: 10065 W. Emerald Coast Parkway, #B1  
Destin, Florida 32541

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. Mary Maloney, Secretary  
(Typed or printed name and capacity of person signing application)

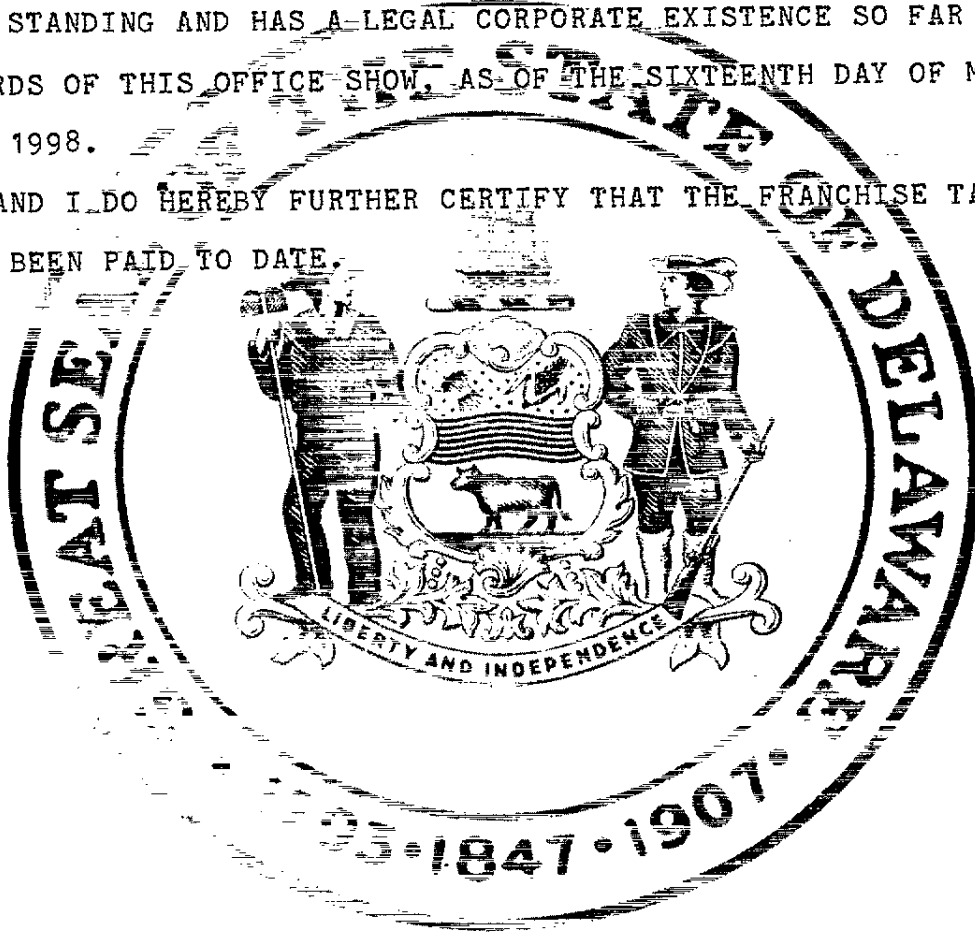
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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRMC OF DELAWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8973395

DATE: 03-16-98