



THE UNITED STATES CORPORATION COMPANY

980000001953

ACCOUNT NO. : 072100000032
REFERENCE : 769870 81686A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 6, 1998
ORDER TIME : 11:02 AM
ORDER NO. : 769870-005
CUSTOMER NO: 81686A

CUSTOMER: Edgar Lewis, Esq
Keith Mack, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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FOREIGN FILINGS

NAME: BRITISH AMERICAN PROPERTIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 6 PM 12: 32

Handwritten initials and date 4/6

98 APR - 6 PM 12: 13
DIVISION OF CORPORATIONS

**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. British American Properties, 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. New York
(State or country under the law of which it is incorporated)

3. 13-3560847
(FEI number, if applicable)

4. 3/16/90
(Date of incorporation)

5. perpetual
(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. 317 Madison Avenue, Suite 807
New York, New York 10017
(Current mailing address)

8. Real Estate Holding Co.
(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: KEY CORPORATE SERVICES, INC.

Office Address: 200 S. Biscayne Blvd. - #2000

Miami, Florida, 33131
(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.

KEY CORPORATE SERVICES, INC.

BY: [Signature]
(Registered agent's signature)
Edgar Lewis, President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Habib D. Sambar

Address: 641 Fifth Avenue, Apt. 37C

New York, New York 10022

Vice President: _____

Address: _____

Secretary: James Richy

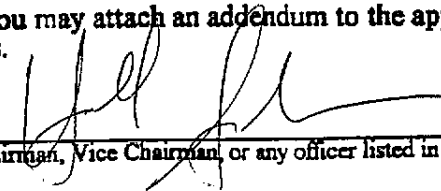
Address: 61 Maple Street

Scarsdale, New York 10583

Treasurer: _____

Address: _____

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. Habib D. Sambar, President
(Typed or printed name and capacity of person signing application)

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State of New York)
Department of State) ss:

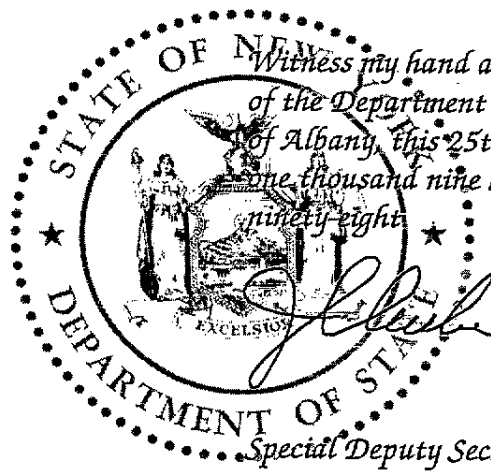
I hereby certify, that the certificate of incorporation of BRITISH-AMERICAN PROPERTIES, INC. was filed on 03/19/1990, under the name of PILAR PROPERTIES, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment PILAR PROPERTIES, INC., changing name to BRITISH-AMERICAN PROPERTIES, INC., was filed 04/16/1990.

The Corporation Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of March
one thousand nine hundred and
ninety-eight



[Signature]
Special Deputy Secretary of State

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