

F98000002027

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SKALSA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

400002483434--9

-04/09/98--01010--001

****131.25 ****131.25

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:

Mr. TARASSOV YURA

(Name of Person)

SKALSA, INC.

(Firm/Company)

2500 HOWELL BRANCH RD. #41

(Address)

WINTER PARK, FL. 32792

(City/State/Zip)

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

YURA TARASSOV

(Name of Person)

at (407) 678-4258

(Area Code & Daytime Telephone Number)

98 APR -9 PM 12:40

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

COURIER ADDRESS:

Qualification/Tax Lien Section
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

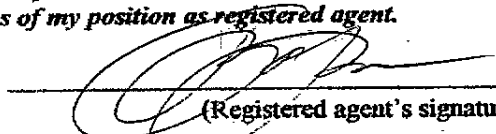
Ymhu
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. SKALSA, 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. RUSSIA
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. FEBRUARY 28, 1995
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2500 HOWELL BRANCH RD. #41, WINTER PARK, FL 32792
RUSSIA, 355003, STAVROPOL, LOMONOSOVA ST. 25-B #606
(Current mailing address)
8. Any and all legal activities including import/export, manufacturing, tourism
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Yura Tarassov
Office Address: 2500 Howell Branch Rd. #41
Winter Park, Florida, 32792
(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: PILIPENKO YURI

Address: RUSSIA, 355000, STAVROPOL, 50-LET VLKSM ST 67/2 #47

Vice Chairman: MAKHIBORODA ALEKSEY

Address: RUSSIA, 355003, STAVROPOL, DZERZHINSKIY ST. 174 #15

Director: TARASSOV YURA

Address: 2500 HOWELL BRANCH RD. #41

WINTER PARK FL. 32792 USA

Director: _____

Address: _____

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

President: YAKOVLEV GERMAN

Address: RUSSIA, 355000, STAVROPOL, 50-LET VLKSM ST 36/4 #3

Vice President: SONNIKOVA VICTORIA

Address: RUSSIA, 355000, STAVROPOL, MIRA ST. 117 #89

Secretary: BARTENEVA GALINA

Address: RUSSIA, 355003, STAVROPOL, DZERZHINSKIY ST. 174 #15

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. _____

TARASSOV YURA

(Typed or printed name and capacity of person signing application)

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**First Deputy Head
of Administration of
Stavropol city
Kutepov G.K.**

Administration of Stavropol city of Russian Federation confirms that the Company with limited liability "SKALSA" was registered on the 28th of February 1995 in accordance with the Law of Russian Federation and exists at present time in the working condition.

Address: SKALSA INC.

Russia, 355003

Lomonosova st. 25B, suite 6-06

telephone (8652) 32-92-80

(8652) 32-60-34

fax (8652) 32-92-80

(8652) 32-60-34

Registration number of SKALSA INC. 2634030785

March 16, 1998

Round Seal

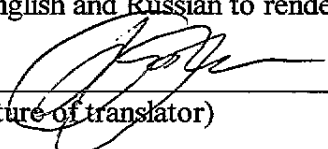
Dep. of Registration

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CERTIFICATION OF TRANSLATOR'S COMPETENCE

I, Iouri Tarassov, hereby certify that the above is an accurate translation of the original document in Russian, and that I am competent in both English and Russian to render such translation.

Date: 03-31-98


(signature of translator)

Address: 2500 Howell Branch Rd. Apt.#41
Winter Park, FL 32792

Phone: (407) 678-4258

Первый заместитель
Главы администрации
г.Ставрополя
Кутепов Г.К.

Администрация г.Ставрополя, Российской Федерации
подтверждает, что ООО "Скальса" зарегистрировано
28.02.1995 года, на основании Закона Российской Федерации
и существует по настоящее время в рабочем состоянии.

Адрес ООО "Скальса": Россия, 355003, г.Ставрополь,
ул. Ломоносова, 25 Б, офис 6-06, тел. (8652) 32-92-80, 32-60-
34, факс 32-92-80, 32-60-34.

Регистрационный номер ООО "Скальса" в госреестре
2634030785.

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"16" *Марта* 1998 года.

М.П.

