

F98000002099

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-04/07/98--01052--001
*****70.00 *****70.00

SUBJECT: Tortoga Investments, Ltd., Inc.
(Name of corporation - must include suffix)

W98-7736

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:

Renea M. Glendinning
(Name of Person)

Kerkering, Barberio & Co., P.A.
(Firm/Company)

1858 Ringling Boulevard
(Address)

Sarasota, Florida 34236
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 14 AM 8:10

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

Renea M. Glendinning
(Name of Person)

at (941) 365-4617
(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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 7, 1998

RENEA M. GLENDINNING
KERKERING, BARBERIO & CO., P.A.
1858 RINGLING BLVD
SARASOTA, FL 34236

SUBJECT: TORTOGA INVESTMENTS LTD., INC.
Ref. Number: W98000007736

We have received your document for TORTOGA INVESTMENTS LTD., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00018417

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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. Tortoga Investments, Ltd., 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. Bahamas
(State or country under the law of which it is incorporated)
3. 52-2087854
(FEI number, if applicable)
4. February 27, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not yet transacting business
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1858 Ringling Boulevard
Sarasota, Florida 34236
(Current mailing address)
8. Any lawful activity
(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: Renea M. Glendinning
Office Address: 1858 Ringling Boulevard
Sarasota, Florida, 34236
(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.

Renea M. Glendinning
(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: Klaus-Bodo Panknin

Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

Vice Chairman: _____

Address: _____

Director: Renea M. Glendinning

Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

Director: Johanna W. Panknin

Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

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

President: Klaus-Bodo Panknin

Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

Vice President: Johanna W. Panknin

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Secretary: Renea M. Glendinning

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Treasurer: Renea M. Glendinning

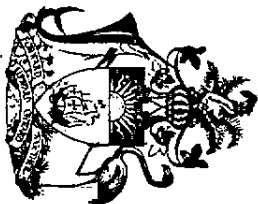
Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Renea M. Glendinning
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Renea M. Glendinning, Secretary
(Typed or printed name and capacity of person signing application)

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Commonwealth of The Bahamas

IBC 01

The International Business Companies Act

(No. 2 of 1990)

Certificate of Incorporation

(Section 11 and 12)

No. 72,812 B

TORTOGA INVESTMENTS LTD.

I, **CEDRIC F. MOXEY, ASST.....** Registrar General of the Commonwealth of The Bahamas
Do hereby certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the
requirements of the said Act in respect of incorporation have been satisfied, and that

TORTOGA INVESTMENTS LTD.

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this **27TH** day of **FEBRUARY** 1998

Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas

Cedric F. Moxey

ASST. REGISTRAR GENERAL