

F98000002702

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Benelux Partners, 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:

Dale S. Wood
(Name of Person)
Benelux Partners, Inc.
(Firm/Company)
1402 E. Las Olas Blvd, Suite 1076
(Address)
Fort Lauderdale, FL 33301
(City/State/Zip)

FILED
98 MAY 12 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

Dale Wood at (954) 525-4155
(Name of Person) (Area Code & Daytime Telephone Number)

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

W98-7832

9/8 5/12/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1998

DALE S. WOOD
BENELUX PARTNERS, INC.
1402 E. LAS OLAS BLVD., SUITE 1076
FT. LAUDERDALE, FL 33301

SUBJECT: BENELUX PARTNERS, INC.
Ref. Number: W98000007832

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TALLAHASSEE, FLORIDA

We have received your document for BENELUX PARTNERS, 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:

I am returning the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00018639

Dis. of Corp.
Fax 302-739-3813
\$20
013011

*Dale S. Wood
Benelux Partners, Inc.
1402 E. Las Olas Blvd., Suite 1076
Ft. Lauderdale, Florida 33301*

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TALLAHASSEE, FLORIDA

May 11, 1998

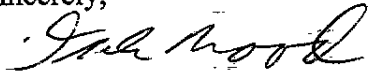
Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed is an original "certificate of existence" issued by the State of Delaware on the 5th of May 1998. Should you need any additional information, please do not hesitate to contact me at the address above or by phone (954) 525-4155.

Thank you for your assistance.

Sincerely,



Dale Wood

**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. Benelux Partners, 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. 04-3396-716
(FEI number, if applicable)
4. Nov. 3, 1997
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. ~~January 25, 1998~~ upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Benelux Partners, Inc. 1402 E. Las Olas Boulevard
Suite 1076 Fort Lauderdale, FL 33301
(Current mailing address)
8. Financial / management Consulting
(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: Dale Wood
Office Address: 22 SE 17 Ave
FT Lauderdale, FL, Florida, 33301
(Zip code)

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TALLAHASSEE, FLORIDA

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.

Dale Wood

(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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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: Dale Wood

Address: 22 SE 17 Ave

Ft Lauderdale, FL 33301

Vice Chairman: Mario Squillacioti

Address: 57 Wood Fall Road

Belmont, MA 02158

Director:

Address:

Director:

Address:

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

President: Dale Wood

Address: 22 SE 17 Ave

Ft Lauderdale FL 33301

Vice President: Mario Squillacioti

Address: 57 Wood Fall Road

Belmont, MA 02178

Secretary: Dale Wood

Address: 22 SE 17 Ave

Ft Lauderdale, FL 33301

Treasurer: Mario Squillacioti

Address: 57 Wood Fall Road

Belmont, MA 02178

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.

Dale S. Wood, Chairman, Pres, Sec Mario A. Squillacioti, VC, VP, Treas

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

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BENELUX PARTNERS 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 FIFTH DAY OF MAY, A.D.
1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2815976 8300

AUTHENTICATION: 9061556

981144689

DATE: 05-05-98