

Document Number Only

98000002843

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002529229--4
-05/19/98-01054--021
*****70.00 *****70.00

Residence (U.S.A.) Inc.

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
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- Limited Liability Partnership
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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. ResidenSea (U.S.A.) 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 3. 13-3935683
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-28-97 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 45 Rockefeller Plaza, 20th Floor
New York, NY 10111
 (Current mailing address)

8. To engage in any lawful act or activity for which corporations organized under Florida law, but not to engage in any act or activity requiring the consent or approval of any Florida state official.
 (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) department, board, agency or other body.

9. Name and street address of Florida registered agent:
 Name: C T CORPORATION SYSTEM
 Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
 (Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
Connie Barry
 (Registered agent's signature) (Officer)
 SPECIAL ASSISTANT SECRETARY
 (Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Director: Gudmund Rønningen
Vice Chairman: _____

Address: Kalfarveien 57A

N-5018, Bergen, Norway

Director: Ronald Kurtz

Address: 19495 Biscayne Boulevard, Suite 801

Aventura, Florida 33180

Director: Robert W. Burnett

Address: 737 Park Avenue

New York, NY 10021

B. OFFICERS

President: Robert W. Burnett

Address: 737 Park Avenue

New York, NY 10021

Vice President: _____

Address: _____

Secretary: Robert W. Burnett

Address: 737 Park Avenue

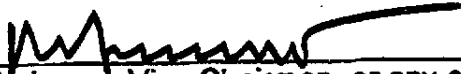
New York, NY 10021

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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. Robert W. Burnett, President and 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 "RESIDENSEA (U.S.A.) 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 FIFTEENTH DAY OF MAY, A.D. 1998.

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

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY 19 PM 3:01



Edward J. Freel

Edward J. Freel, Secretary of State

2723765 8300

981188030

AUTHENTICATION:

9084670

DATE:

05-15-98