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Ugo V. Chiarato

Certified Public Accountant, Florida and New York

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****245.00 ****122.50

Florida Department of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Fl. 32314

Wed. May 27, 1998

Re.: Despec Americas Inc.

Despec - Jamal Holdings Inc.

1098-12298

Dear Sirs,

attached herewith applications for both the above Delaware corporations for authorization to transact business in Florida. and related check for the fees.

Let us thank in advance for your prompt action, and remain,

Yours respectfully,

Ugo V. Chiarato

UVC

*faculty, University of miami- Member, American and Florida Institute of Certified Public Accountants
American Accounting Association, The Institute of Internal Auditors, National Association of Accountants
National Confederatie van het Kaderpersoneel / Confédération Nationale des Cadres (Belgium)*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

UGO V. CHIARATO, CPA
PO BOX 60-1684
NORTH MIAMI BEACH, FL 33160

SUBJECT: DESPEC-JAMAL HOLDINGS, INC.
Ref. Number: W98000012298

We have received your document for DESPEC-JAMAL HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not suitable for imaging. Please complete the enclosed application and submit the original to this office.

I am returning the photocopy of the certified copy of 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 dated within the last 90 days. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

The registered agent must sign accepting the designation.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00030267

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P:02

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. DESPEC - JAMAL HOLDINGS, 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. 65-0839874
(FEI number, if applicable)
4. MAY 8, 1998
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. (UPON QUALIFICATION)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 815 N.W. 57TH AVENUE SUITE 145
MIAMI, FLORIDA 33126
(Current mailing address)
8. HOLDING COMPANY (FOR INVESTMENTS)
(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: MR. UGO CHIARATO, CPA
Office Address: 220, 71ST STREET SUITE 213
MIAMI BEACH, Florida, 33141-3038
(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.

Ugo Chiarato
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MR. KARIM JAMAL

Address: 2294 ST-FRANCOIS ROAD

DORVAL, QUEBEC CANADA H9P 1K2

Director: _____

Address: _____

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

President: MR. KARIM JAMAL

Address: 2294 ST-FRANCOIS ROAD

DORVAL, QUEBEC CANADA H9P 1K2

Vice President: _____

Address: _____

Secretary: MR. KARIM JAMAL

Address: 2294 ST-FRANCOIS ROAD

DORVAL, QUEBEC CANADA H9P 1K2

Treasurer: MR. KARIM JAMAL

Address: 2294 ST-FRANCOIS ROAD

DORVAL, QUEBEC CANADA H9P 1K2

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. _____

KARIM JAMAL, President


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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESPEC-JAMAL HOLDINGS, 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 NINTH DAY OF JUNE, A.D. 1998.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION: 9128582
DATE: 06-09-98

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