



THE UNITED STATES
CORPORATION
COMPANY

980000003468

ACCOUNT NO. : 072100000032

REFERENCE : 860735 114579A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 70.00

ORDER DATE : June 18, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 860735-005

CUSTOMER NO: 114579A

CUSTOMER: Mr. Howard Ackerman
Registration Corporation of Florida
P. O. Box 810185
Boca Raton, FL 33487

800002563818--2

FOREIGN FILINGS

NAME: HERITAGE HOLDINGS LIMITED, INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

RECEIVED

98 JUN 18 AM 10:33

DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 18 AM 10:54

FILED

LR 6/18

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. HERITAGE HOLDINGS LIMITED, 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. TURKS & CAICOS ISLANDS, BVI
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 25 SEPTEMBER 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT YET
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6000 PARK OF COMMERCE BLVD. SUITE A
BOCA RATON, FLORIDA 33487
(Current mailing address)
8. ASSET MANAGEMENT CONSULTANTS
(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: REGISTRATION CORPORATION OF FLORIDA
Office Address: 22422 THOUSAND PINES LANE
BOCA RATON, Florida, 33428
(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.

Corporation Service Company
By: Howard A. Kuma
(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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SECRETARY OF STATE

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)

MANAGING DIRECTOR

Chairman: ALAN LAZAR

Address: 22-26 ALBERT EMBANKMENT

LONDON, UK SE1 7TE

SENIOR TRUSTEE

Vice Chairman: YANNI KOUTSOUBOS

Address: 6000 PARK OF COMMERCE BLVD SUITE A

BOCA RATON, FLORIDA 33487

TRUSTEE

Director: HASSAN A. MEGUID

Address: 6000 PARK OF COMMERCE BLVD. SUITE A

BOCA RATON, FLORIDA 33487

TRUSTEE

Director: GERMAIN CARREIRA

Address: 6000 PARK OF COMMERCE BLVD SUITE A

BOCA RATON, FLORIDA 33487

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

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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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.

YANNI KOUTSOUBOS

SENIOR TRUSTEE

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



TO WHOM IT MAY CONCERN

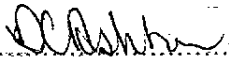
Certificate of Good Standing

This is to Certify that

HERITAGE HOLDINGS LIMITED

incorporated under the Companies Ordinance 19 81 on the 25th day
of September 19 95 is in good standing with this Office at
the date hereof.

Given under my hand and seal this 13th day of May 19 98


DEBORAH C. ASHTON
Registrar of Companies.
Turks & Caicos Islands

Registered No. E.16179

98 JUN 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

