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500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33394-3079

(954) 467-2200
TELECOPIER 467-2210

May 28, 1998

200002551792--3
-06/22/98--01023--001
*****70.00 *****70.00

RECEIVED

JUN 5 1998

Office of General Counsel
Department of State

Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
LL 10, The Capitol
Tallahassee, FL 32399-0250

Re: Cat Cay Yacht Club Limited

Dear Gerry:

200002551792--9
-06/08/98--01134--001
***4115.00 ***4115.00

Per our recent telephone conversations and your faxed Memo to me of April 23, 1998 (another copy of which I enclose for ease of your review), I am enclosing the following herewith:

1. My client's check to the Department of State, Divisions of Corporations, in the amount of \$4,115.00.
2. A certificate of good standing from the Commonwealth of the Bahamas for Cat Cay Yacht Club Limited.

I would appreciate it if you would forward the Certificate of Authority to me at your earliest convenience. I also recall that we agreed that you would provide us with confirmation that, by accepting this settlement, Cat Cay Yacht Club Limited shall not be deemed to be making any admissions of liability. I look forward to your thoughts on the subject.

Thank you for your continued cooperation.

Sincerely yours,

MOMBACH, BOYLE & HARDIN, P.A.

David C. Hardin

JK 6/22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:24

DCH/mc
Encs.

cc: Mr. C.L. Davis
Hugh J. Turner Jr., Esq.
Mr. William Watkins

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: June 5, 1998

RE: Cat Cay Yacht Club Limited

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1992 of \$1115.00 and foreign non-qualified penalties of \$ 3000.00 assessed at the statutory minimum of \$500.00 per year (in avoidance of litigation) and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtv

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:

- 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.

(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
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:24

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:~~ C. L. DAVIS

Address: 1001 Hillsboro Mile
Hillsboro Beach, FL 33062

~~Vice Chairman:~~ WILLIAM ECKERT III

Address: 155 N. Harbor Drive, #5201
Chicago, IL 60601

Director: MILTON FERRELL, JR.

Address: 201 S. Biscayne Boulevard, #1920
Miami, FL 33131

Director:

Address:

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

President: C. L. DAVIS

Address: Same as above

Vice President:

Address:

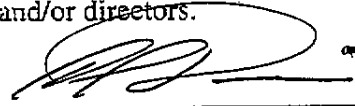
Secretary: MILTON FERRELL, JR.

Address: Same as above

Treasurer: WILLIAM ECKERT III

Address: Same as above

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. C. L. Davis
(Typed or printed name and capacity of person signing application)

The Commonwealth of The Bahamas

Registrar General's Department

P. O. Box N-532
Nassau, The Bahamas

THE COMPANIES ACT, 1992
(No. 18 of 1992)

Certificate of Good Standing

No 35,405

CAT CAY YACHT CLUB LIMITED

I, SHANE MILLER DEPUTY, Registrar General
of the Commonwealth of The Bahamas Do Hereby Certify in respect of

1. The Company was duly (incorporated) (~~re-registered~~)* under the provisions of the Companies Act, 1992 on the 6TH day of JUNE 1998 as Company No. 35,405 of the Register of Companies.
2. The name of the Company is still on the Register of Companies.
3. The Company has paid all fees and penalties due and payable.
4. The Company has filed with me all documents required to be filed under this Act.
5. The Company has not submitted to me Articles of Merger or Consolidation that have not yet become effective.
6. The Company has not submitted to me Articles of Arrangement that have not yet become effective.
7. The Company is not in the process of being wound up.
8. No Notice has been served on the Company by me to remove the Company from the Register of Companies.
9. In so far as is evidenced by the documents filed with me the Company is in good standing.

Given under my hand and seal
this 11TH day of MAY
1998 at Nassau in the Common-
wealth of The Bahamas.

DEPUTY

REGISTRAR GENERAL

98 JUN 22 AM 10:24
SECRETARY OF STATE
DIVISION OF CORPORATIONS