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TRANSMITTAL LETTER

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-06/03/98--01107--006
*****70.00 *****70.00

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARIBBEAN TRADING COMPANY
(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:

Richard J. Kosloske JR.

(Name of Person)

CARIBBEAN TRADING COMPANY

(Firm/Company)

301 CLEMATIS ST. Suite 3000

(Address)

WEST PALM BEACH, FL. 33401

(City/State/Zip)

W98-12790

97/8

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

Richard J. Kosloske JR

(Name of Person)

561 at (650-7411) (FL)
(Area Code & Daytime Telephone Number)

612

924-4178 (MN.)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 3, 1998

RICHARD J. KOSLOSKE JR.
CARIBBEAN TRADING COMPANY
301 CLEMATIS ST., STE. 3000
WEST PALM BEACH, FL 33401

SUBJECT: CARIBBEAN TRADING COMPANY
Ref. Number: W98000012790

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We have received your document for CARIBBEAN TRADING COMPANY and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00031463

July 7, 1998

Jennifer Sindt
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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Dear Ms. Sindt:

As per you letter and our telephone conversation of July 7, 1998 you will find enclosed a corporate resolution adopting the new name of the company for use in Florida and a copy of the original letter sent to the Company by yourself. The alternate name of the company, which was checked by you for availability of use in our telephone conversation, is

CARIBBEAN TRADING COMPANY OF WEST PALM BEACH

Once again I would like to thank you for all your help. If you have any further questions you may reach me at our offices in Florida or in Minnesota at (612) 924-4178.

Sincerely,



Richard J. Kosloske Jr.
President

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard J. Koskoske JR, do hereby certify
(Name)

that this Resolution of the Board of Directors of CARIBBEAN
TRADING COMPANY
(Corporate Name)

a corporation duly organized and existing under the laws of the State of MINNESOTA

was duly adopted on JULY 6, 1998

Be it resolved, that CARIBBEAN TRADING COMPANY
(Corporate Name)

organized and existing in the State of MINNESOTA, hereby adopts the name

CARIBBEAN TRADING COMPANY OF WEST PALM BEACH for use in Florida.

Dated: 7/6/98

Richard J. Koskoske JR
Signature of either Chairman, Vice Chairman or any officer

Richard J. Koskoske JR.
Type or print name

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98 JUL -8 PM 3:41

**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. CARIBBEAN TRADING COMPANY
(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. MINNESOTA
(State or country under the law of which it is incorporated)
3. 41-1767059
(FEI number, if applicable)
4. 12/30/93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending the Acquisition of a License / Have NOT
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.) STARTED yet.
7. 301 CLEMATIS STREET Suite 3000
WEST PALM BEACH, FL. 33401
(Current mailing address)
8. IMPORT/EXPORT
(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: RICHARD J. KOSLOSKE JR.
Office Address: 301 CLEMATIS ST. Suite 3000
WEST PALM BEACH Florida, 33401
(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.

Richard J. Kosloske Jr.
(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: Richard John Koshoske JR.

Address: 21482 TOWN LAKES DRIVE APT 8-22
BOCA RATON, FL 33486

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard John Koshoske JR.

Address: 21482 TOWN LAKES DRIVE APT 8-22
BOCA RATON, FL 33486

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richard John Koshoske Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard John Koshoske JR. CHAIRMAN / President
(Typed or printed name and capacity of person signing application)

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State of Minnesota

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Certificate of Good Standing

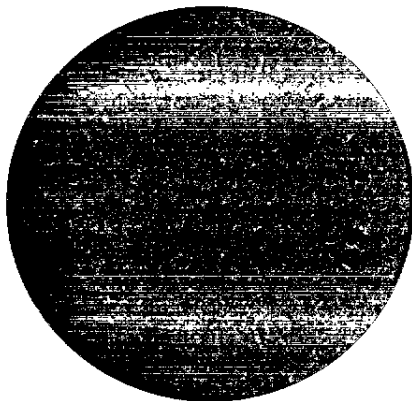
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Caribbean Trading Company

Date Formed: 12/30/1993

Chapter Governed By: 302A

This certificate has been issued on 05/28/98.



Joan Anderson Grove
Secretary of State.