

F980000004828

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PEABODY INTERNATIONAL HOLDINGS LIMITED; CORP  
(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:

TERESA TABORDA

(Name of Person)

T TBORDA ACCOUNTING CO

(Firm/Company)

10240 SW 56th Street Ste 115

(Address)

Miami Fl 33165

(City/State/Zip)

W98-17980  
P-625

500002610405--4  
-08/07/98--01040--002  
\*\*\*122.50 \*\*\*122.50

500002610405--4  
-08/25/98--01058--001  
\*\*\*1150.00 \*\*\*1150.00

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

Teresa Taborda  
(Name of Person)

at ( 305 ) 598 5354

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 AUG 25 PM 12:39

FILED

W8/25



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 7, 1998

TERESA TABORDA  
T TABORDA ACCOUNTING CO  
10240 SW 56TH STREET STE 115  
MIAMI, FL 33165

SUBJECT: PEABODY INTERNATIONAL HOLDINGS LIMITED CORP.  
Ref. Number: W98000017980

We have received your document for PEABODY INTERNATIONAL HOLDINGS LIMITED CORP. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3,515.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 498A00041336

August 17, 1998


Florida Department of State  
Qualification/Tax Lien Section  
Division of Corporations  
409 East Gaines St.  
Tallahassee, Fl 32399

Subject: Peabody International Holdings Corp.  
Ref. Number: W98000017980

Att.: Mr. Lee Rivers  
Document Specialist


This is to certify that we erroneously listed information on line six of the application. The correct date the Corporation began transacting business in Florida is April 17, 1997.

Thank you


  
Norberto Rodrigues Duarte.  
Secretary.

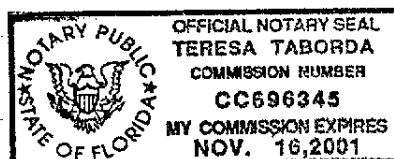
State of Florida  
County of Miami-Dade

Before me this day personally appeared Norberto Rodrigues Duarte who, being duly sworn, deposes and says that He acknowledge the forgoing instrument.

  
Norberto Rodrigues Duarte

Sworn to and subscribe before me this 19th day of August 1998.

  
Teresa Taborda  
Notary Public  
State of Florida



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

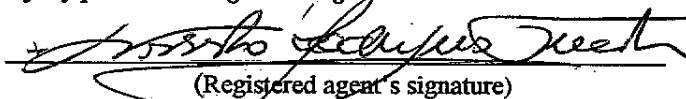
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. PEABODY INTERNATIONAL HOLDINGS LIMITED CORP  
(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. BRITISH ISLAND CORPORATION 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 10, 1995 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 30, 1995  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. ORLANDO FLORIDA 32819  
7520 UNIVERSAL BLVD STE 104  
(Current mailing address)
8. REAL ESTATE INVESTMENT  
(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: NORBERTO RODRIGUEZ DUARTE  
Office Address: 7520 UNIVERSAL BLVD STE 104  
ORLANDO, Florida, 32819  
(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.*

  
(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  
TALLAHASSEE FLORIDA

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: NELCY DE FREITAS FERREIRA

Address: 615 OCEAN DR APT 11-A

KEY BISCAYNE FLORIDA 33149

Vice Chairman: ANA FATIMA DE NASCIMENTO FERREIRA

Address: 615 OCEAN DR APT 11-A

KEY BISCAYNE FLORIDA 33149

Director: NORBERTO RODRIGUEZ DUARTE

Address: 7520 UNIVERSAL BLVD STE 104

ORLANDO FLORIDA 32819

Director: ANA MARIA DO NACIMENTO FERREIRA

Address: 615 BISCAYNE BLVD APT 11-A

KEY BISCAYNE FLORIDA 33149

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

President: NELCY DE FREITAS FERREIRA

Address: 615 OCEAN DR APT 11-A

KEY BISCAYNE FLORIDA 33149

Vice President: ANA FATIMA DE NACIMENTO FERREIRA

Address: 615 OCEAN DR APRT 11-A

KEY BISCAYNE FLORIDA 33149

Secretary: NORBERTO RODRIGUEZ DUARTE

Address: 7520 UNIVERSAL BLVD STE 104

ORLANDO FLORIDA 32819

Treasurer: ANA MARIA DE NACIMENTO FERREIRA

Address: 615 OCEAN DR APT 11-A

KEY BISCAYNE FLORIDA 33149

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. NORBERTO RODRIGUEZ DUARTE SECRETARY

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE INTERNATIONAL BUSINESS COMPANIES ACT  
(CAP. 291)

CERTIFICATE OF GOOD STANDING

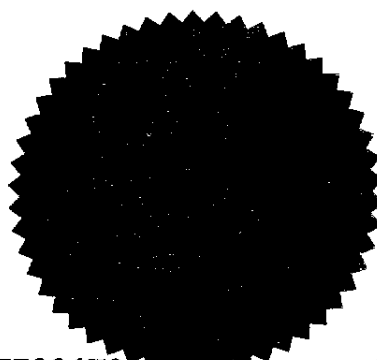
(Section 114)

No. 147373 PEABODY INTERNATIONAL HOLDINGS LIMITED

The Registrar of Companies of the British Virgin Islands  
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, on the 10th day of April, 1995 as Company No. 147373 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

FILED  
98 AUG 25 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Given under my hand and seal  
at Road Town, Tortola in the  
Territory of the British Virgin Islands  
this 17th day of July, 1998

*[Signature]*  
REGISTRAR OF COMPANIES

CRTI004T0

