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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-08/27/98--D1052--001
*****70.00 *****70.00

SUBJECT: GRACELAND TRADING CORPORATION
(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:

STEVEN L. CANTOR

(Name of Person)

STEVEN L. CANTOR, P.A.

(Firm/Company)

777 Brickell Avenue, Suite 500

(Address)

Miami, Florida 33131

(City/State/Zip)

98/28
98 AUG 27 AM 9:45
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DIVISION OF CORPORATIONS

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

Mory Amaro, Paralegal
(Name of Person)

at (305) 374-3886
(Area Code & Daytime Telephone Number)

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

**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. Graceland Trading Corporation
(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 Virgin Islands
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. March 3, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. projected: September 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Steven L. Cantor, P.A., 777 Brickell Avenue, Suite 500
Miami, Florida 33131
(Current mailing address)
8. Ownership and rental of real property located in Florida
(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 acceptable)

Name: Steven L. Cantor, Esq.

Office Address: 777 Brickell Avenue, Suite 500

Miami, Florida, 33131
(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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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: Fernando Garces

Address: 777 Brickell Avenue, Suite 500

Miami, Florida 33131

Director: _____

Address: _____

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

President: Fernando Garces

Address: 777 Brickell Avenue, Suite 500

Miami, Florida 33131

Vice President: Carlotta Ariza Fuisting de Garces

Address: 777 Brickell Avenue, Suite 500

Miami, Florida 33131

Secretary: Fernando Garces

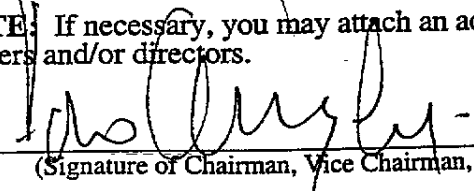
Address: 777 Brickell Avenue, Suite 500

Miami, Florida 33131

Treasurer: None

Address: _____

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. Fernando Garces, President, Secretary and Director
(Typed or printed name and capacity of person signing application)

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

CERTIFICATE OF GOOD STANDING

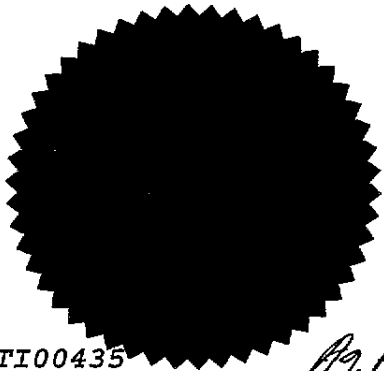
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No. 221103 GRACELAND TRADING CORPORATION

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, (Cap.291) on the 3rd day of March, 1997 as Company No. 221103 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.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 24th day of August, 1998

CRTI00435

[Signature]
Asst. REGISTRAR OF COMPANIES

