

TRANSMITTAL LETTER

F98000005/88
TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: LONGCROFT LIMITED INC.
(Name of corporation)

Dear Sir or Madam:

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-09/16/98--01011--002
*****70.00 *****70.00

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:

THOMAS C. ROBERGE
(Name of Person)

THOMAS C. ROBERGE & COMPANY
(Firm/Company)

ONE BEACH DRIVE SE, SUITE 220
(Address)

ST. PETERSBURG, FLORIDA 33701
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THOMAS C. ROBERGE at (813 - 822-9393)
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

9/16/98

THOMAS C. ROBERGE & COMPANY

CERTIFIED PUBLIC ACCOUNTANTS
- INTERNATIONAL TAXATION -

677 NORTH WASHINGTON BOULEVARD
SARASOTA, FLORIDA 34236
TELEPHONE: 941 952-5848
FACSIMILE: 941 954-0912

FLORIDA TOLL FREE:
800 823-4448

ONE BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
TELEPHONE: 813 822-9393
FACSIMILE: 813 823-6781

September 14, 1998

Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

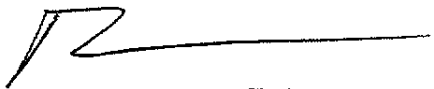
RE: Longcroft Limited Inc.

To Whom It May Concern:

Enclosed is the transmittal letter, application by foreign corporation for authorization to transact business in Florida and our check for \$70.00 to cover the associated cost.

Please mail the authorization to transact business in Florida directly to me. Feel free to call me if you have questions.

Sincerely,



Thomas C. Roberge, CPA

TCR/ng

Enclosures

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TALLAHASSEE, FLORIDA

**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. LONGCROFT 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. CHANNEL ISLANDS

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. 7/8/97

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 10/1/98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))

7. C/O THOMAS C. ROBERGE

ONE BEACH DRIVE SE, SUITE 220, ST. PETERSBURG, FLORIDA 33701

(Current mailing address)

8. INVESTMENT REAL ESTATE

(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)

9. Name and address of Florida registered agent:

Name: THOMAS C. ROBERGE

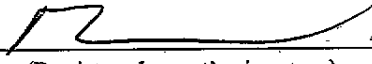
Office Address: ONE BEACH DRIVE SE, SUITE 220

ST. PETERSBURG, Florida, 33701

(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: OF LONGCROFT LIMITED

A. DIRECTORS

~~DIRECTOR~~
~~Chairman:~~ MARION ARCHER
Address: PO BOX 3151, ROAD TOWN

TORTOLA, BRITISH VIRGIN ISLES

~~DIRECTOR~~
~~Vice Chairman:~~ CORNEL BAPTISTE

Address: PO BOX 3151, ROAD TOWN

TORTOLA, BRITISH VIRGIN ISLES

Director: JOHN H PERKINS

Address: JARDINE HOUSE, 1 WESLEY STREET

ST HELOER, JERSEY JF4 8UD

ALTERNATE Director: DAVID CHALMERS-HUNT

Address: JARDINE HOUSE, 1 WESLEY STREET

ST HELOER, JERSEY JF4 8UD

B. OFFICERS

~~President:~~

~~Address:~~

~~Vice President:~~

~~Address:~~

Secretary: WESLEY SECRETARIES LIMITED

Address: PO BOX 316 JARDINE HOUSE

1 WESLEY STREET, ST HELOER, JERSEY, C.I.

~~Treasurer:~~

~~Address:~~

NOTE: If necessary, you may attach an addendum to the application listing additional officers

and/or directors.

13.

J. Perkins

For Wesley Secretaries Limited, Secretary

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

and/or directors.

14.

JOHN H PERKINS, DIRECTOR DAVID CHALMERS-HUNT, SECRETARY

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 239705 LONGCROFT 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, (Cap.291) on the 8th day of July, 1997 as Company No. 239705 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 28th day of July, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. G. Asst.
REGISTRAR OF COMPANIES