

F980000006106

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000002668050--4

-10/20/98--01053--001

*****78.75 *****78.75

SUBJECT: CONTINENTAL TRADING GROUP, INC.
(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:

JEFFERY ROSS

(Name of Person)

CONTINENTAL TRADING GROUP, INC.

(Firm/Company)

20801 Biscayne Boulevard, Suite 400

(Address)

Aventura, Florida 33180

(City, State and Zip Code)

W98-240 95

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

Mitchell Newman

(Name of Person)

at (888) 893 - 7999

Area Code & Daytime Telephone Number

SECRET
TALLAHASSEE, FLORIDA

98 NOV - 4 AM 9:04

FILED

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NOV - 4 1998

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1998

JEFFERY ROSS
CONTINENTAL TRADING GROUP INC.
20801 BISCAYNE BLVD., SUITE 400
AVENTURA, FL 33180

SUBJECT: CONTINENTAL TRADING GROUP, INC.
Ref. Number: W98000024095

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98 NOV -4 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CONTINENTAL TRADING GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The designation of the registered agent must be at a Florida street address.

The registered agent must sign accepting the designation.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00052272

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jeffrey Ross, do hereby certify
(Name)

that this Resolution of the Board of Directors of Continental Trading Group, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Commonwealth of the Bahamas


was duly adopted on August 13,, 19 98.

Be it resolved, that Continental Trading Group, Inc.,
(Corporate Name)

organized and existing in the State of Commonwealth of the Bahamas, hereby adopts the name

Continental Trading Group Limited, Inc. for use in Florida.

Dated: October 30, 1998


Signature of either Chairman, Vice Chairman or any officer

Jeffrey Ross

Type or print name

FILED
98 NOV -4 AM 9:04
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. CONTINENTAL TRADING GROUP, 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. COMMONWEALTH OF THE BAHAMAS 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 13, 1998 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No transaction in Florida as of yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 20801 Biscayne Boulevard, Suite 400
Aventura, Florida 33180
(Current mailing address)
8. Business Consultants
(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:
Name: Jeff Ross
Office Address: 1125 N.E. 91st Terrace
Miami Shores, Florida , Florida , 33138
(Zip Code)

FILED
93 NOV -4 AM 04
SECRET
TALLAHASSEE, 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.

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: JEFFERY ROSS

Address: 20801 Biscayne Boulevard, Suite 400

Aventura, Florida 33180

Director: Mitchell Newman

Address: 20801 Biscayne Boulevard, Suite 400

Aventura, Florida 33180

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

President: Jeffery Ross

Address: 20801 Biscayne Boulevard, Suite 400

Aventura, Florida 33180

Vice President: _____

Address: _____

Secretary: Mitchell Newman

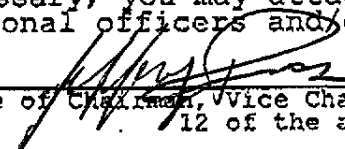
Address: 20801 Biscayne Boulevard, Suite 400

Aventura, Florida 33180

Treasurer: _____

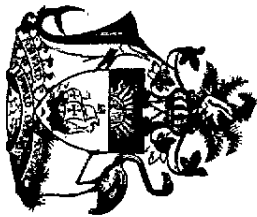
Address: _____

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

FILED
98 NOV -4 AM 9:04
STATE
TALLAHASSEE, FLORIDA



Commonwealth of The Bahamas **FILED** IBC 01

The International Business Companies Act 1990 NOV -4 AM 9:04

(No. 2 of 1990)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Incorporation (Section 11 and 12)

No. 80,494 B

CONTINENTAL TRADING GROUP INC.

I, STERLING R.L. QUANT....., Registrar-General of the Commonwealth of The Bahamas
Do hereby Certify pursuant to the International Business Companies Act, (No. 2 of 1990) that all the
requirements of the said Act in respect of incorporation have been satisfied, and that

CONTINENTAL TRADING GROUP INC.

is incorporated in the Commonwealth of The Bahamas as an International Business Company
this 13TH day of AUGUST 19 98

Given under my hand and seal
at Nassau in the Common-
wealth of The Bahamas

Sterling R.L. Quant
.....
REGISTRAR GENERAL