

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: 727 822-9393
FACSIMILE: 727 823-6781

F980000006255

October 13, 1998

800002664178--9
-10/15/98--01014--006
*****70.00 *****70.00

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

98-23483

RE: CLAIRAND ASSOCIATES INCORPORATED

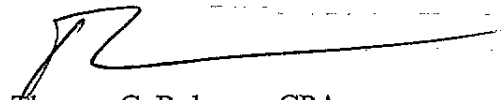
To Whom It May Concern:

I am the Florida Registered Agent for Clairand Associates Incorporated.

Enclosed is the company's application to transact business in Florida, the original Certificate of Incorporation and our check for \$70.00 to cover the first year fees.

Please return all documents to my attention.

Sincerely,



Thomas C. Roberge, CPA

TCR/ng

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 9:03

Q11/13

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: CLAIRAND ASSOCIATES INCORPORATED
(Name of corporation)

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:

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)

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

THOMAS C. ROBERGE

(Name of Person)

at (727) 822 - 9393

Area Code & Daytime Telephone Number

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COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 15, 1998

THOMAS C. ROBERGE, CPA
THOMAS C. ROBERGE & COMPANY
ONE BEACH DR. SE, STE. 220
ST. PETERSBURG, FL 33701

SUBJECT: CLAIRAND ASSOCIATES INCORPORATED
Ref. Number: W98000023483

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We have received your document for CLAIRAND ASSOCIATES INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

A translation of the certificate of existence must be made under oath of the translator.

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: 798A00051152

THOMAS C. ROBERGE & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

677 NORTH WASHINGTON BOULEVARD
SARASOTA, FLORIDA 34236
TELEPHONE: 941 952-5848
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FLORIDA TOLL FREE:
800 823-4448

ONE BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
TELEPHONE: 727 822-9393
FACSIMILE: 727 823-6781

November 10, 1998

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

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RE: CLAIRAND ASSOCIES INCORPORATED

Dear Ms. Sindt:

This letter responds to your letter dated October 15, 1998 to me regarding Clairand Associes (copy enclosed). Enclosed is the application you returned to us with the name changed to Clairand Associes Incorporated from Clairand Associates Incorporated. Also enclosed is the original Certificate of Good Standing from France with a certified English translation as requested by you.

Hopefully, you can now issue the necessary documents to us. Please call me at 727 822 9393 if you have questions or need further assistance.

Sincerely,



Thomas C. Roberge, CPA

TCR/ng

Enclosures

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

FT

*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. CLAIRAND ASSOCIES INCORPORATED

(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. FRANCE

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

3. 52-2080090

(FEI number, if applicable)

4. 9/17/96

(Date of Incorporation)

5. PERPETUAL

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

6. NOVEMBER 1, 1998

(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. RENTAL REAL ESTATE

(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: 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:

A. DIRECTORS

Chairman: THIERRY CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Vice Chairman: PIERRETTE CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Director: THIERRY CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Director: PIERRETTE CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

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B. OFFICERS

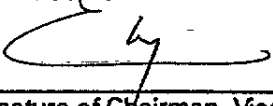
President: THIERRY CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Vice President: PIERRETTE CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Secretary: THIERRY CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

Treasurer: PIERRETTE CLAIRAND
Address: C/O THOMAS C. ROBERGE, ONE BEACH DRIVE SE, STE 220
ST. PETERSBURG, FL 33701

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

GREFFE
DU

TRIBUNAL DE COMMERCE
DE LA ROCHELLE (17-04)

17/09/1998 - FOLIO No 1
/SEPT 17, 1998

Modele K BIS

EXTRAIT DU REGISTRE
DU COMMERCE ET DES SOCIETES

IMMATRICULATION PRINCIPALE AU R.C.S EN DATE DU 17/09/1998

No DE REGISTRE DU COMMERCE
R.C.S : LA ROCHELLE D 408 897 817. No de GESTION : 96 D 172.

RAISON SOCIALE OU DENOMINATION

SOCIETE CIVILE IMMOBILIERE
CLAIRAND ASSOCIES

EIGLE

NEANT

NOM COMMERCIAL

NEANT

FORME ET CAPITAL

SOCIETE CIVILE IMMOBILIERE
A CAPITAL DE 160 000 FRF (FIXE)

ADRESSE DU SIEGE SOCIAL

4 RUE BAZOGES - LA ROCHELLE - 17000 LA ROCHELLE

ADMINISTRATION DE LA SOCIETE

GERANT

NOM PATRONYMIQUE : MONSIEUR CLAIRAND
PRENOM(S) : THIERRY ANDRE FREDERIC
4 RUE CHANZY - 17300 ROCHEFORT SUR MER
NE(EE) LE 27/08/1959 A NOUILLETON EN CHARENTE MARITIME
NATIONALITE FRANCAISE

GERANT

NOM PATRONYMIQUE : MADAME MADRANGE
PRENOM(S) : MADELEINE PIERRETTE
4 RUE CHANZY - 17300 ROCHEFORT SUR MER
NE(EE) LE 28/08/1950 A LA CELLE CORREZE 17
NATIONALITE FRANCAISE

ORIGINE DU FONDS

CREATION

ACTIVITE EXERCEE

ACQUISITION DE TOUTS IMMEUBLES TERRAINS ET DROITS IMMOBILIERS L'ADMINISTRATION ET L'EXPLOITATION PAR LOCATION OU AUTREMENT DES BIENS ENTRANT DANS LE PATRIMOINE DE LA SOCIETE.

ENSEIGNE

NEANT

ADRESSE DU PRINCIPAL ETABLISSEMENT

4 RUE BAZOGES - LA ROCHELLE - 17000 LA ROCHELLE

DATE DU COMMENCEMENT DE L'EXPLOITATION

17/09/1998

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SEE TRANSLATION ATTACHED
THIS IS THE ORIGINAL CERTIFICATE OF GOOD STANDING

LE SCEAU CI-DESSUS DE COULEUR BISTRE SIGNIFIE QUE VOUS
ÊTES EN PRÉSENCE D'UN ORIGINAL ÉMANANT DU GREFFE

EXTRAIT (SUIVE)

17/09/1998 - FOLIO No 2

R.C.S : LA ROCHELLE D 408 897 817. No de GESTION : 96 D 172.

PREMIER AVIS PUBLIE AU B.O.D.A.C.C. NEANT

PROPRIETAIRE - EXPLOITANT PRECEDENT NEANT

TITRE ET DATE DU JOURNAL D'ANNONCES LEGALES NEANT

ELECTION DE DOMICILE POUR LES OPPOSITIONS NEANT

OBJET SOCIAL

L'OBJET SOCIAL N'A PLUS A ETRE DECLARE DANS LA DEMANDE D'IMMATRICULATION ET EST REMPLACE PAR LES ACTIVITES PRINCIPALES DE L'ENTREPRISE.
DECRET No 87-970 DU 03/12/87.

DUREE DE LA SOCIETE

99 ANS, DU 12/09/1996 AU 11/09/2095

DATE ET No DE DEPOT DE L'ACTE AU GREFFE

LE 17/09/1996, No A 1303

TITRE ET DATE DU JOURNAL D'ANNONCES LEGALES

LE PHARE DE RE, LE 11/09/1996

MODE D'EXPLOITATION DU FONDS

EXPLOITATION DIRECTE

ANNEXES

NEANT

OBSERVATIONS

NEANT

AUTRES ETABLISSEMENTS DANS LE RESSORT NEANT

IMMATRICULATIONS SECONDAIRES NEANT

FIN DE L'EXTRAIT COMPRENANT 2 PAGES

TOUTE MODIFICATION OU FALSIFICATION DU PRESENT EXTRAIT EXPOSE A DES POURSUITES PENALES. SEUL LE GREFFIER EST LEGALEMENT HABILITE A DELIVRER DES EXTRAITS SIGNES EN ORIGINAL. TOUTE REPRODUCTION DU PRESENT EXTRAIT, MEME CERTIFIEE CONFORME, EST SANS VALEUR

POUR EXTRAIT CERTIFIE CONFORME ET DELIVRE LE 17/09/1998
LE GREFFIER :

laus

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DIVISION OF CORPORATIONS
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THE CLERK'S OFFICE
OF
THE COMMERCIAL COURT
OF LA ROCHELLE (17-04)

09/17/1998 - FOLIO # 1

Form K BIS

**ABSTRACT
OF THE TRADE AND CORPORATE REGISTER**

MAIN REGISTRATION ON THE T.C.R. (R.C.S.) DATED 09/17/1996

OF REGISTRATION

T.C.R.: LA ROCHELLE D 408 897 817. # of MANAGEMENT: 96 D 172

CORPORATE/BUSINESS NAME

SOCIÉTÉ CIVILE IMMOBILIÈRE
CLAIRAND ASSOCIÉS

ACRONYM NONE

COMMERCIAL NAME NONE

FORMAT AND CAPITAL

NON-TRADING REAL ESTATE INVESTMENT COMPANY
WITH FF160 000 OF CAPITAL (SET)

REGISTERED ADDRESS

6 RUE BAZOGES - LA ROCHELLE - 17000 LA ROCHELLE

MANAGEMENT OF THE CORPORATION

----- MANAGER

PATRONYMIC NAME: MR. CLAIRAND **CUSTOMARY NAME:** CLAIRAND

FIRST NAME(S): THIERRY ANDRÉ FRÉDÉRIC

4 RUE CHANZY - 17300 ROCHEFORT SUR MER

BORN 08/27/1949 IN MOUILLERON EN PAREDS 85

FRENCH NATIONALITY

----- MANAGER

PATRONYMIC NAME: MRS. CLAIRAND **CUSTOMARY NAME:** CLAIRAND

FIRST NAME(S): MADELEINE PIERRETTE

4 RUE CHANZY - 17300 ROCHEFORT SUR MER

BORN 08/28/1950 IN LA CELLE CORREZE 19

FRENCH NATIONALITY

BUSINESS ORIGIN

CREATION

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ACTIVITIES CARRIED ON

ACQUIRING ANY REAL PROPERTY, LAND OR REAL ESTATE INTEREST. ADMINISTRATING
AND OPERATING THROUGH RENTING OR OTHERWISE, ANY GOODS PROPERTY OF THE
CORPORATION

CORPORATE SIGN

NONE

ADDRESS OF MAIN ESTABLISHMENT

6 RUE BAZOGES - LA ROCHELLE - 17000 LA ROCHELLE

DATE OF INCORPORATION

09/17/1996

**THE ABOVE BISTRE COLORED SEAL MEANS THAT THE PRESENT IS AN ORIGINAL DELIVERED
BY THE CLERK'S OFFICE**

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ABSTRACT (CONT.)

09/17/1998 - FOLIO #2

T.C.R: LA ROCHELLE D 408 897 817 . MANAGEMENT # 96 D 172.

FIRST NOTICE PUBLISHED AT THE B.O.D.A.C.C. NONE

OWNER - PREVIOUS MANAGER NONE

NAME AND DATE OF THE LEGAL NOTICE NEWSPAPER NONE

CHOICE OF RESIDENCE FOR OBJECTIONS NONE

AIM OF THE BUSINESS

SUCH DOES NOT HAVE TO BE STATED ANYMORE IN THE REGISTRATION APPLICATION AND IS REPLACED BY THE MAIN BUSINESS ACTIVITIES . DECREE # 87-970 DATED 12/03/87.

TERM OF THE CORPORATION

99 YEARS, FROM 09/12/1996 TO 09/11/2095

DATE AND DEPOSIT NUMBER OF THE CLERK'S OFFICE DECREE

09/17/1996. # A 1303

NAME AND DATE OF THE LEGAL NOTICE NEWSPAPER

LE PHARE DE RÉ, ON 09/11/1996

OPERATING MODE

DIRECT OPERATING

EXHIBITS NONE

REMARKS NONE

OTHER ESTABLISHMENTS IN THE JURISDICTION NONE

SECONDARY REGISTRATIONS NONE

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END OF THE ABSTRACT INCLUDING TWO PAGES

ANY ALTERATION OR FALSIFICATION OF THE PRESENT ABSTRACT CARRIES POSSIBLE LEGAL ACTION. THE CLERK OF THE COURT IS THE ONLY PERSON LEGALLY AUTHORIZED TO DELIVER ABSTRACTS SIGNED AS ORIGINALS. ANY REPRODUCTION OF THE PRESENT ABSTRACT, EVEN CERTIFIED TRUE AND CORRECT, IS WORTHLESS.

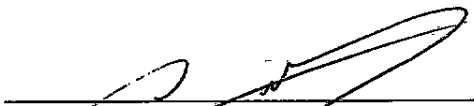
AS AN ABSTRACT CERTIFIED TRUE AND CORRECT AND DELIVERED ON 09/17/1998
THE CLERK OF THE COURT:

(SIGNATURE)

THE ABOVE BISTRE COLORED SEAL MEANS THAT THE PRESENT IS AN ORIGINAL DELIVERED
BY THE CLERK'S OFFICE

TRANSLATOR'S CERTIFICATE

I, Brigitte Danaly, fluent in French and English, have translated the foregoing document into English to the best of my abilities, and acknowledge that it is a true and complete translation of the abstract of corporation registry presented to me as an original document in French.



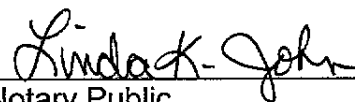
Brigitte Danaly, Translator
SARASOTA TRANSLATION CENTER
Occupational License No. 991343
2746 Hibiscus Street
Sarasota, Florida, 34239-4709
941-955-5400

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**STATE OF FLORIDA
COUNTY OF COLLIER**

Before me appeared Brigitte Danaly, personally known to me to be the person signing this certification or having shown satisfactory evidence of identification.

The foregoing instrument was acknowledged before me this 3rd day of November, A.D. 1998.



Notary Public
State of Florida

My commission expires: 10-30-01



Linda K John
My Commission CC693094
Expires October 30, 2001

Type of Identification produced: FL DL
Personally known to me: []

All attached pages bear the seal of SARASOTA TRANSLATION CENTER in the lower right hand corner.