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MICHAEL P. GABLE  
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March 19, 1999

Qualifying/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Menwil Overseas, Limited

100002813701--5  
-03/22/99--01114--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence" and check in the amount of \$78.75 are submitted to register the above referenced foreign corporation to transact business in Florida. A Certificate of Status is requested.

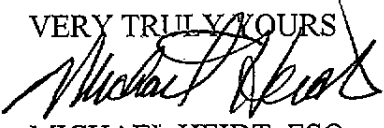
Please return all correspondence concerning this matter to the following:

Michael Heidt, Esq.  
Law Office of Michael P. Gable  
4000 Hollywood Blvd., Suite 735 South  
Hollywood, Florida 33021

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

Michael Heidt, Esq. at (954) 966-2501

Thank you for your cooperation.

VERY TRULY YOURS  
  
MICHAEL HEIDT, ESQ.

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FILED  
99 MAR 22 AM 8:47  
SECRETARY OF STATE  
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. Name of Corporation - MENWIL OVERSEAS LIMITED, COMPANY
2. Country Under the Law of Which it is Incorporated - Tortola, British Virgin Islands.
3. FEI Number - Not Applicable.
4. Date of Incorporation - February 9, 1999.
5. Duration - Perpetual.
6. Date First Transacted Business in the State of Florida - Upon qualification.
7. Current Mailing Address - The Lake Building, Suite 120, Wickhams Cay One,  
Roadtown Tortola, BVI.
8. Purpose of Corporation Authorized in Country to be Carried Out in State of Florida -  
General Partner of Exxtraordinary Consulting and Management, Ltd., a Florida  
limited partnership doing business outside the United States.
9. Name and Street Address of Florida Registered Agent

Michael Heidt  
4000 Hollywood Blvd., Suite 735 South  
Hollywood, Florida 33021

**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

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TALLAHASSEE FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the 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 Address of Officers and Directors (Street Address Only-PO Box NOT Acceptable):

A. DIRECTORS (Street Address Only-PO Box NOT Acceptable)

Armando Casciati-Director-The Lake Building, Suite 120, Wickhams Cay One, Roadtown Tortola, BVI.

B. OFFICERS (Street Address Only-PO Box NOT Acceptable)

Armando Casciati-President-The Lake Building, Suite 120, Wickhams Cay One, Roadtown Tortola, BVI.

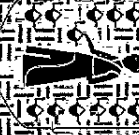
13.

(Signature of President)

14. Armando Casciati- President

(Typed or Printed Name and Capacity of Person Signing Application)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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SECRETARY OF STATE  
TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT  
(CAP 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No 311562

The Registrar of Companies of the British Virgin Islands HERBY CERTIFIES  
pursuant to the International Business Companies Act (Cap 291) that all  
the requirements of the Act in respect of incorporation have been satisfied.

MINI OVERSEAS LIMITED

its incorporated in the British Virgin Islands as an International Business

Company this 9th day of February 1999

Given under my hand and seal at

Road Town in the Territory of the

British Virgin Islands



CRT10-01.01

REGISTRAR OF COMPANIES

