

F99000001666

Caribe Realty, Ltd.
P. O. Box 2222
Roseau
Commonwealth of Dominica, West Indies

March 15, 1999

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002807900-2
-03/16/99-01074-004
*****87.50 *****87.50

SUBJECT: Caribe Realty, Ltd.

W99-6411

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:

David A. Pollock
Caribe Realty, Ltd.
P. O. Box 2222
Roseau
Commonwealth of Dominica, West Indies

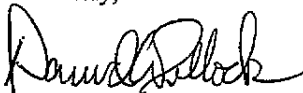
Should you need to call someone concerning this matter, please call:

David A. Pollock at (767) 449-0039

Enclosed is a check for the following amount:

\$87.50 Filing Fee, Certificate of Status & Certified Copy.

Sincerely,



David A. Pollock
Managing Director

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99 MAR 29 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
3/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 17, 1999

DAVID A. POLLOCK
CARIBE REALTY, LTD.
CORNER OF CANEFIELD ROAD & IMPERIAL HWY
ROSEAU, DOMINICAN REP., WI,

SUBJECT: CARIBE REALTY, LTD.
Ref. Number: W99000006411

We have received your document for CARIBE REALTY, LTD. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 999A00012989



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 24, 1999

DAVID A. POLLOCK
CARIBE REALTY, LTD.
CORNER OF CANEFIELD ROAD & IMPERIAL HWY
ROSEAU, DOMINICAN REP., WI,

SUBJECT: CARIBE REALTY, LTD.
Ref. Number: W99000006411

We have received your document for CARIBE REALTY, LTD. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

For the purposes of name availability, we do not consider the corporate suffix; you may not use the name CARIBE REALTY followed by any corporate suffix, because CARIBE REALTY is unavailable. You may, however, add another word to the phrase. You are not prohibited from using a name with the words CARIBE REALTY in it, but you must add to the name or choose a different one.

Please feel free to call the number below to check the availability of any name you wish to adopt. Enclosed is a new, blank name resolution form.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A00014793

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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I, the undersigned David A. Pollock, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Caribe Realty, Ltd.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Dominica, West Indies,

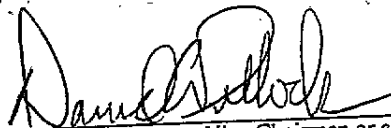
was duly adopted on March 25, 1999.

Be it resolved, that Caribe Realty, Ltd.,
(Corporate Name)

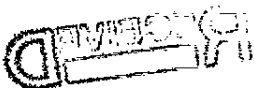
organized and existing in the State of Dominica, West Indies, hereby adopts the name

Caribe Realty Associates, Inc. for use in Florida.

Dated: March 25, 1999


Signature of either Chairman, Vice Chairman or any officer

David A. Pollock
Type or print name



**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. CARIBE REALTY, LTD.
(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 DOMINICA 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12 JANUARY 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MARCH 18, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 2222
ROSEAU, COMMONWEALTH OF DOMINICA; WEST INDIES
(Current mailing address)

8. REAL ESTATE INVESTMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DAVID A. POLLOCK

Office Address: 68 S. IVANHOE BLVD.
ORLANDO, FL 32804, Florida, 32804
(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.

David A. Pollock
(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)

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

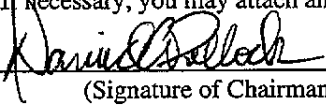
Chairman: DAVID A. POLLOCK
Address: 68 S. IVANHOE BLVD.
ORLANDO, FL 32804
Vice Chairman: PAUL M. JONES
Address: CANEFIELD RD & IMPERIAL HWY
ROSEAU, COMMONWEALTH OF DOMINICA, WEST INDIES
Director: _____
Address: _____
Director: _____
Address: _____

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TALLAHASSEE FLORIDA

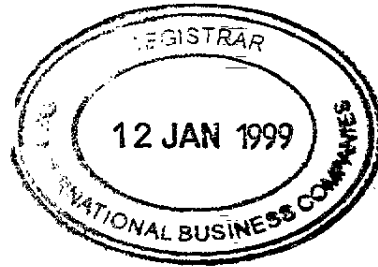
B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: DAVID A. POLLOCK
Address: 68 S. IVANHOE BLVD
ORLANDO, FL 32804
Vice President: RICHARD HOMA
Address: CANEFIELD RD. & IMPERIAL HWY.
ROSEAU, DOMINICA, W.I.
Secretary: PAUL M. JONES
Address: CANEFIELD RD. & IMPERIAL HWY
ROSEAU, COMMONWEALTH OF DOMINICA, WEST INDIES
Treasurer: PAUL M. JONES
Address: (SAME AS ABOVE)

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. DAVID A. POLLOCK, CHAIRMAN
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF DOMINICA

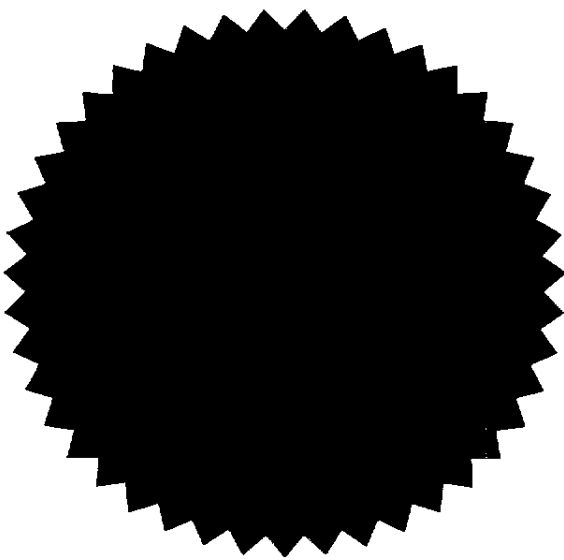
**IN THE MATTER OF
THE INTERNATIONAL BUSINESS COMPANIES (IBC) ACT 1996
AND
IN THE MATTER OF THE REGISTRATION OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARIBE REALTY, LTD.

CERTIFICATE OF INCORPORATION

**I DO HEREBY CERTIFY that CARIBE REALTY, LTD. is this day
incorporated under the International Business Companies (IBC) Act 1996 and
that the Company is limited by shares.**



**GIVEN under my hand this
12th Day of January, 1999**


.....
**REGISTRAR OF COMPANIES
COMMONWEALTH OF DOMINICA**