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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400002858714-111
-04/30/99-01099-001
*****70.00 *****70.00

SUBJECT: PENTALIA TRADING LIMITED 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:

THOMAS C. ROBERGE, CPA

(Name of Person)

THOMAS C. ROBERGE & COMPANY

(Firm/Company)

1 BEACH DRIVE SE - SUITE 220

(Address)

ST. PETERSBURG, FLORIDA 33701

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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)

STREET ADDRESS:

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

MAILING ADDRESS:

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. PENTALIA TRADING 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. SAINT VINCENT AND THE GRENADINES 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 15, 1989 5. "PERPETUAL"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701
(Current mailing address)

8. RESIDENTIAL REAL ESTATE RENTALS
(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: 1 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.

[Handwritten Signature]
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: GERARD GABRIEL

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - SUITE 220
ST. PETERSBURG, FLORIDA 33701

Vice Chairman: _____

Address: _____

Director: GERARD GABRIEL

Address: C/O THOMAS C. ROBERGE & CO., 1 BEACH DR SE - SUITE 220
ST. PETERSBURG, FLORIDA 33701

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Gerard F. GABRIEL

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

14. GERARD GABRIEL

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

ORIGINAL SIGNATURE

**SAINT VINCENT AND THE GRENADINES
INTERNATIONAL COMPANIES ACT 1996**

(SECTION 105)

Certificate of Good Standing

PENTALIA TRADING LIMITED

(Name of International Business Company)

5152 IC 1989

(International Business Company Number)

I hereby certify that the above-mentioned Company registered under the International Companies Act, Cap 104 of the Revised Edition of the Laws of Saint Vincent and the Grenadines 1990 on

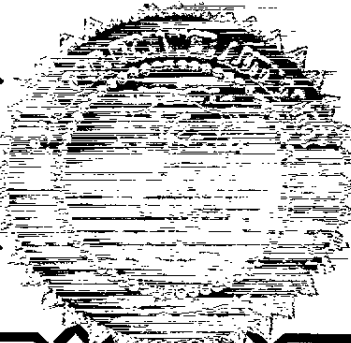
15th November, 1989

(Date of Incorporation)

is an International Business Company in good standing under the laws of Saint Vincent and the Grenadines

no winding up or striking off proceedings have been instituted against the Company.

Dated the 19th day of March 1999



REGISTRAR OF
Alphonse M. Samuel
**REGISTRAR, INTERNATIONAL BUSINESS COMPANIES
SAINT VINCENT AND THE GRENADINES**

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