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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

700002871337--1
-05/11/99--01056--005
***5191.25 ***5191.25

SUBJECT: ZACAR INVESTMENTS CORP.
(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:

GEORGE R. MORAITIS, ESQUIRE
(Name of Person)
Moraitis, Cofar & Karney
(Firm/Company)
915 Middle River Drive, Suite 506
(Address)
Fort Lauderdale, FL 33304
(City, State and Zip Code)

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99 MAY 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WES/11

p. 705

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

Heather Perry at (954) 563 - 4163
(Name of Person) Area Code & Daytime Telephone Number

no conflict
Q09792
if RA is officer

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

MORAITIS, COFAR & KARNEY

ATTORNEYS AT LAW

GEORGE R. MORAITIS
LAWRENCE J. COFAR
WILLIAM M. KARNEY

GALLERIA PROFESSIONAL BUILDING
Suite 506
915 Middle River Drive
Fort Lauderdale, FL 33304
Telephone (954) 563-4163
FAX (954) 563-5913

April 28, 1999

via Federal Express

Gerald T. York, Assistant General Counsel
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Office of General Counsel, LL-10
The Capitol
Tallahassee, FL 32399-0250

RECEIVED

APR 29 1999

Office of General Counsel
Department of State

Re: ZACAR INVESTMENTS CORP. 85G-319M
Our File No. 85G-319M

Dear Jerry:

In furtherance of our recent telephone conversation pertaining to the negotiated penalties (\$3,500.00), annual report fees dating back to 1987 (\$1,621.25) for the captioned corporation and the Application fee in the amount of \$70.00, I have enclosed herewith this Firm's trust account check made payable to your Division in the total amount of \$5341.25, along with the Application by Foreign Corporation for Authorization to Transact Business in Florida. We would please ask that after this Application has been processed that you forward the Certificate of Authority to Transaction Business in Florida to our office.

Please contact me should you require any additional information, please feel free to contact me.

Very truly yours,

William M. Karney
William M. Karney

WMK\hp
enclosures

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MORAITIS, COFAR & KARNEY
ATTORNEYS AT LAW

GEORGE R. MORAITIS
LAWRENCE J. COFAR
WILLIAM M. KARNEY

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April 29, 1999

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Gerald T. York, Assistant General Counsel
FLORIDA DEPARTMENT OF STATE
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Office of General Counsel, LL-10
The Capitol
Tallahassee, FL 32399-0250

Re: ZACAR INVESTMENTS CORP. 85G-319M
Our File No. 85G-319M

Dear Jerry:

In furtherance of our recent telephone conversation pertaining to the negotiated penalties (\$3,500.00), annual report fees dating back to 1987 (\$1,621.25) for the captioned corporation and the Application fee in the amount of \$70.00, I have enclosed herewith this Firm's trust account check made payable to your Division in the total amount of \$5,191.25. (Note, this corrects our letter of April 28, 1999, wherein I enclosed our Firm's check in the amount of \$5,341.25).

Please contact me should you require any additional information, please feel free to contact me.

Very truly yours,

William M. Karney
William M. Karney

WMK\cah
Enclosures

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Department of State

Memorandum Office of the General

Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 30, 1999

RE: Zacar Investments Corporation

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed. Corporation has paid annual report fees from 1987 of \$1621.25 and has paid statutory penalties for the same period in a lump sum of \$3500 to avoid litigation, as well as a filing fee of \$70. Corporation seeks qualification to do business in Florida. Accordingly, it is recommended that this corporation be issued a certificate of authority.

/gty

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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. ZACAR INVESTMENTS CORP.
(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. Panama
(State or country under the law of which it is incorporated)
3. 52-1573267
(FEI number, if applicable)
4. February 9, 1983
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1987
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1328 S. Ocean Drive, Fort Lauderdale, FL 33316
(Current mailing address)
8. Investments
(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: GEORGE R. MORAITIS, ESQ.

Office Address: 915 Middle River Drive, Suite 506

Fort Lauderdale, Florida, 33304

(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.

GEORGE R. MORAITIS
(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: Antonio Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Vice Chairman: Clemencia De Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Director: Maria Eugenia Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Director: _____

Address: _____

B. OFFICERS

President: Antonio Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Vice President: Maria Eugenia Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Secretary: Maria Eugenia Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

Treasurer: Clemencia De Garces

Address: 1328 S. Ocean Drive

Fort Lauderdale, FL 33316

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

13.

Maria E Garces v/p
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

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99 MAY 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TUSR

LIRE

21/04/1999

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD: 212403

MINISTERIO DE GOBIERNO Y JUSTICIA

CERTIFICADO

DIRECCION GENERAL DEL REGISTRO PUBLICO

ZACAR INVESTMENTS CORP.

SE ENCUENTRA REGISTRADA EN LA FICHA: 105562 ROLLO: 10339 IMAGEN: 2

DESDE EL VEINTIUNO DE FEBRERO DE MIL NOVECIENTOS OCHENTA Y TRES,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1.) ANTONIO GARCES
- 2.) MARIA EUGENIA DE LOURIDO
- 3.) CLEMENCIA DE GARCES

QUE SUS DIGNATARIOS SON:

PRESIDENTE: ANTONIO GARCES
VICE-PRESIDENTE: MARIA EUGENIA DE LOURIDO
TESORERO: CLEMENCIA DE GARCES
SECRETARIO: MARIA EUGENIA DE LOURIDO
SECRETARIO ASISTENTE: PATRICIO MURRAY

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTIDOS DE ABRIL DE MIL NOVECIENTOS NOVENTA Y NUEVE, A LAS 09:13:30.5 A.M.

NOTA: ESTA CERTIFICACION PAGO

EL IMPUESTO DE TIMBRE POR UN

VALOR DE B/ 14.00

COMPROBANTE NO. 212403

FECHA: 21/04/1999



[Signature]

MAYRA G. DE WILLIAMS
CERTIFICADOR

99 MAY 11 PM 1:24
FILED

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pais PANAMA

El presente documento público

2. ha sido firmado por Bertha de Torres

3. quién actúa en calidad de Indicador

4. y está revestido del sello / timbre de 45

CERTIFICADO

5. en PANAMA

6. el día 23 ABR 1999

7. por DIRECCION ADMINISTRATIVA

8. Bajo el número 4872

9. Sello / timbre 21

10. Firma:

Inocencia Vásquez
Inocencia Vásquez



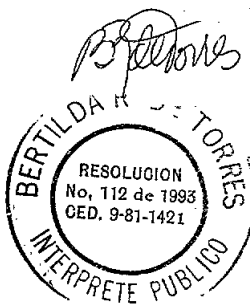
Esta Autenticacion no
implica responsabilidad
en cuanto al contenido
del documento.

TRANSLATION.-

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY OFFICE IN VIEW OF REQUEST -- **212403** -- 21/04/1999 -- - CERTIFIES: That the corporation **ZACAR INVESTMENTS CORP.**, is duly recorded at Microjacket **105562**, Roll **10339**, Frame **2**, of the Microfilm Section (Mercantile) since the twenty first day of February of one thousand nine hundred eighty three.- - That the Corporation is in good standing.- That its Directors are: 1. ANTONIO GARCES --- 2. MARIA EUGENIA DE LOURIDO --- 3. CLEMENCIA DE GARCES --- That its Officers are: PRESIDENT: ANTONIO GARCES --- VICEPRESIDENT: MARIA EUGENIA DE LOURIDO --- TREASURER: CLEMENCIA DE GARCES --- SECRETARY: MARIA EUGENIA DE LOURIDO --- ASSISTANT SECRETARY: PATRICIO MURRAY --- Issued and signed in the City of Panama, on the twenty second day of April of the year one thousand nine hundred and ninety nine, At 09-13-50.5 A.M.- NOTE: Stamp Duties of B/.14.00 has been paid for this certificate.- **Voucher No. 212403.**- Date- 21/04/1999.- (sgd.) Mayra G. de Williams, Certifier.- There is a stamped seal of the Public Registry Office, Republic of Panama.-

I, BERTILDA R. DE TORRES, an authorized Public Translator, do hereby certify the foregoing as a true and correct English translation of its original in Spanish.-

Panama, April 22, 1999.-



99 MAY 11 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED