

F99000002597



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 242370 4327828

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : May 17, 1999

ORDER TIME : 11:34 AM

800002877368--9

ORDER NO. : 242370-005

CUSTOMER NO: 4327828

CUSTOMER: Kenneth T. Letsch, Esq
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 20 AM 11:52

FILED

FOREIGN FILINGS

NAME: B.T.I., LTD. COMPANY

W99-11521

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

4/25/20/99

DIVISION OF CORPORATION

99 MAY 17 PM 2:29

LAW OFFICES

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(954) 767-0215

FACSIMILE (954) 761-7644

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
DAVID H. BAKER
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
WARREN D. HAYES, SR.
GENE D. LIPSCHER
STUART J. HAFT
KENNETH T. LETSCH

May 14, 1999

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida

Gentlemen:

I hereby authorize you to release any related documentation or information to:

CSC / THE UNITED STATES CORPORATION COMPANY.

Thank you for your assistance.

Sincerely yours,

B.T.I. Ltd.

By: [Signature]
Its Attorney-in-Fact

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TALLAHASSEE, FLORIDA

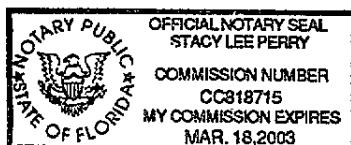
STATE OF FLORIDA)

) ss:

COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 14th day of May, 1999, by Kenneth T. Letsch, as Attorney-in-Fact of B.T.I. Ltd., a Cayman Islands corporation, on behalf of the corporation. He/she is personally known to me or produced _____ as identification.

[Signature]
Signature of Person Taking
Acknowledgment



Name typed, printed or stamped

Title:

Serial Number:



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 17, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: B.T.I., LTD. COMPANY
Ref. Number: W99000011521

We have received your document for B.T.I., LTD. COMPANY and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being retained 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) 487-6094.

Agnes-Lynn
Document Specialist

Letter Number: 799A00027225

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF THE MEETING OF THE SOLE DIRECTOR OF
B.T.I. LIMITED ("COMPANY") HELD ON MAY 19, 1999**

Present: Charles S. Roberts, the sole Director of the Company

By agreement Mr. Roberts took the Chair and kept the minutes of the Meeting.

WAIVER OF NOTICE

The Sole Director being present Notice of the Meeting was waived.

ADOPTION OF NAME

Upon motion duly made and carried it was

"**RESOLVED**, that B.T.I. Limited, organized and existing in the Cayman Islands, hereby adopts the name B.T.I. Holdings Company, for use in Florida."

TERMINATION OF MEETING

There being no further business to come before the Meeting it was duly terminated.



Charles S. Roberts, Chairman

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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. B.T.I. Ltd. Company

(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.)

APPLIED FOR

2. Cayman Islands, B.W.I.

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

3. _____

(FEI number, if applicable)

4. October 15, 1996

(Date of incorporation)

5. Perpetual

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

6. May 17, 1999

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

7. 8010 Roswell Road

Atlanta, GA 30350

(Current mailing address)

8. Any and all lawful purposes.

(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: Robb R. Maass, Alley, Maass, Rogers & Lindsay, P.A.

Office Address: 321 Royal Poinciana Plaza, South

Palm Beach,

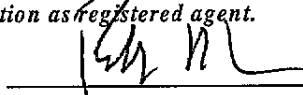
, Florida, 33480

(Zip code)

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TALLAHASSEE, FLORIDA

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Charles S. Roberts

Address: 8010 Roswell Road

Atlanta, GA 30350

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Anthony Shurtz

Address: 8010 Roswell Road

Atlanta, GA 30350

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. Charles S. Roberts

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

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TALLAHASSEE FLORIDA

CR-68971

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Good Standing

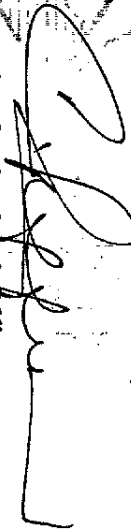
TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

B. T. I. LTD.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.

Given under my hand and Seal at George Town in the
Island of Grand Cayman this Eleventh Day of May
One Thousand Nine Hundred Ninety-Nine


An Authorised Officer,
Registry of Companies,
Cayman Islands, B.W.I.

