

F99-000002638

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

200002840072--7
-04/15/99-01055-003
*****78.75 *****78.75

SUBJECT: ALMAX OF MIAMI, 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:

LAWRENCE A. CAPLAN
(Name of Person)
LAWRENCE A. CAPLAN, P.A.
(Firm/Company)
1200 BISCAYNE BLVD., SUITE 803
(Address)
MIAMI, FLORIDA 33181
(City/State/Zip)

W99-9090

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

LAWRENCE CAPLAN at (305) 893-3334
(Name of Person) (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

FILED
99 MAY 24 AM 11:50
TALLAHASSEE, FLORIDA
STATE

Enclosed is a check for the following amount:

AL APR 25 1999.

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 16, 1999

LAWRENCE A. CAPLAN, P.A.
1200 BISCAYNE BLVD., SUITE 803
MIAMI, FL 33181

SUBJECT: ALMAX OF MIAMI INC.
Ref. Number: W99000009090

We have received your document for ALMAX OF MIAMI INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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 Lunt
Document Specialist

Letter Number: 899A00019557

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99 MAY 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPIVACK & CAPLAN

ATTORNEYS AT LAW

BEVERLY HILLS
HOWARD RUDZKI
8950 OLYMPIC BOULEVARD
BEVERLY HILLS, CALIFORNIA 90211
TELEPHONE: (310) 246-9595
FACSIMILE: (310) 550-1405

MIAMI
12000 BISCAYNE BLVD., SUITE 803
MIAMI, FLORIDA 33181
TELEPHONE: (305) 893-3334
FACSIMILE: (305) 893-3313

CHICAGO
JOHN SCHWARTZ
39 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60603
TELEPHONE: (312) 332-1386
FACSIMILE: (312) 332-7009

April 14, 1999

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

Re: Almax of Miami, Inc.

Dear Sirs:

I am enclosing an Application by Foreign Corporation for Authorization to Transact Business in Florida. Please note that while the legal name of the corporation is Almax, Inc., the Board of Directors have authorized the use of the name "Almax of Miami, Inc." to be used within the State of Florida, as there is already another company in existence in Florida with the name "Almax, Inc."

Should you have any questions regarding this application, please do not hesitate to contact me directly.

Very truly yours,



Lawrence A. Caplan

LAC/ai

FILED
99 MAY 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPIVACK & CAPLAN

ATTORNEYS AT LAW

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May 17, 1999

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Att: A. Lunt

Re: Application by Foreign Corporation to Transact Business in Florida

Dear Ms. Lunt:

I am enclosing the revised and re-executed Application on behalf of Almax of Miami, Inc., which reflects the removal of the corporate director and addition of an individual director. Please note that the filing fee and certificate of status fee have previously been submitted and credited.

If you have any questions regarding this matter, please contact this office directly.

Very truly yours,



Lawrence A. Caplan

LAC/ai

FILED
99 MAY 24 PM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS A TRUE AND CERTIFIED
Copy Of The Original

CONSENT TO ACTION TAKEN IN LIEU OF A MEETING OF THE
SOLE DIRECTOR OF

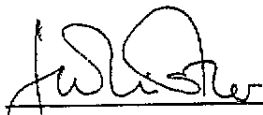
ALMAX, INC.

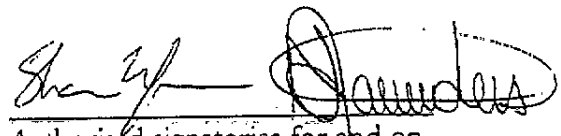
a British Virgin Islands (B.V.I) Company

The undersigned, being the sole director of ALMAX, INC., a British Virgin Islands Company (the "Company"), hereby adopt the following resolution without a meeting pursuant to the laws of the British Virgin Islands:

IT IS HEREBY RESOLVED THAT the Director of the Company hereby authorises the Company to operate under the name of ALMAX OF MIAMI, INC., for the purpose of obtaining a U.S. Federal Taxpayer Identification Number (TIN) and authorisation to transact business in the state of Florida.

IN WITNESS WHEREOF, the undersigned, being the Sole Director of ALMAX, INC., a British Virgin Islands (B.V.I) Company has executed this Action By Written Consent this 25th day of March, 1999.


Witness


Authorized signatories for and on
behalf of Company Managers Ltd.
Sole Director

(Corporate Seal)

THIS IS A TRUE AND CERTIFIED
Copy Of The Original



FILED
99 MAY 24 AM 11:50
SECRETARY OF STATE
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. ALMAX, 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. BRITISH VIRGIN ISLANDS 3. 52-2155811
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 23, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. C/O LAWRENCE A. CAPLAN, P.A., 12000 BISCAYNE BLVD., SUITE 803
MIAMI, FLORIDA 33181
(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: LAWRENCE A. CAPLAN, P.A.

Office Address: 12000 BISCAYNE BLVD., SUITE 803

MIAMI, Florida, 33181
(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.


(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.

FILED
MAY 24 11:50
ADDITIONAL SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

~~Director~~ _____

DIRECTOR: LAWRENCE A. CAPLAN, ESQ.

Address: _____

12000 BISCAYNE BLVD., SUITE 803, MIAMI, FLORIDA 33181

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: LAWRENCE A. CAPLAN

Address: 12000 BISCAYNE BLVD. SUITE 803

MIAMI, FLORIDA 33181

Treasurer: _____

Address: _____

FILED
99 MAY 24 PM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

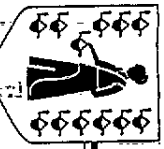
13. _____

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

14. LAWRENCE A. CAPLAN, SECRETARY

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

NOTE: ORIGINAL
SIGNATURE ON
EXISTING APPLICATION



THIS IS A TRUE AND CERTIFIED
Copy Of The Original

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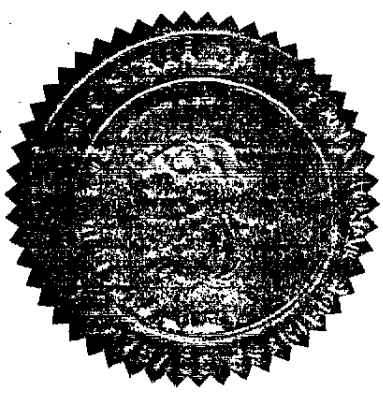
FILED

TERRITORY OF THE BRITISH VIRGIN ISLANDS 99 MAY 24 AM 11:50
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291) SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 313492

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,
ALMAX, INC.
is incorporated in the British Virgin Islands as an International Business
Company this 23rd day of February, 1999.



CRTT001GM

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

[Signature]
REGISTRAR OF COMPANIES

