

**F990000002646**

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: NOSTALGIA INCORPORATED, LIMITED.

(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:

VANDELIN MCGOWAN ARSCOTT

(Name of Person)

500002687485--4

-11/13/98--01090--001

\*\*\*\*122.50 \*\*\*\*\*78.75

NOSTALGIA INCORPORATED, LTD.

(Firm/Company)

3160 South University Drive

(Address)

Miramar, FL 33025

(City/State/Zip)

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

Ralph B. Laughton

(Name of Person)

at ( 954 ) 962-1678

(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

W98-25714  
Pg 662

99 MAY 24 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

APR 24 1999

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 16, 1998

VANDELIN MCGOWAN ARSCOTT  
NOSTALGIA INCORPORATED  
3160 SOUTH UNIVERSITY DRIVE  
MIRAMAR, FL 33025

SUBJECT: NOSTALGIA INCORPORATED, LIMITED  
Ref. Number: W98000025714

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for NOSTALGIA INCORPORATED, LIMITED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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: 698A00054987

**FILED**  
99 MAY 24 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 27, 1999

VANDELIN MCGOWAN ARSCOTT  
NOSTALGIA INCORPORATED  
3160 SOUTH UNIVERSITY DRIVE  
MIRAMAR, FL 33025

SUBJECT: NOSTALGIA INCORPORATED, LIMITED  
Ref. Number: W98000025714

We have received your document for NOSTALGIA INCORPORATED, LIMITED and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$8265.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 399A00003585

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1430 S.W 87th Terrace  
Pembroke Pines  
Florida 33025  
5/17/99

Division of Corporations.  
P.O. Box 6327 Tallahassee FL.

Re Nostalgia In Gold Inc.

Letter # 698A00054987.  
Ref # W9800025114.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Mrs. Lunt,

As per your instruction Re the above  
Named Company: Nostalgia Inc.

Erroneous Information was listed on the  
Application - We have not seen conducting business  
in the state of Florida under that Name.

We hereby resolve to adopt the following  
Name: Nostalgia ~~In Gold~~ Inc.

With Corporate offices at 3160 S. University Drive  
Miramar, FL 33025

Mailing Address

1430 S.W 87th Terrace  
Pembroke Pines  
FL 33025

Shirin Joseph  
My Commission CC826112  
Expires April 12, 2003  
*[Signature]*

*[Signature]*  
Vandelin Mc Gowan - Arcscott.  
*[Signature]*

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned VANDELIN Mc Gowan-Arscott, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Nostalgia Inc Limited

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Jamaica W.I.

was duly adopted on January 1st June 13, 19 99.

Be it resolved, that Nostalgia Incorporated,  
(Corporate Name)

organized and existing in the State of Jamaica W.I., hereby adopts the name

Nostalgia In Gold Inc for use in Florida.

Dated: JAN 1st 99



Signature of either Chairman, Vice Chairman or any officer

VANDELIN Mc Gowan-Arscott

Type or print name

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99 MAY 24 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INHS19(4/96)

Ref # W.98000025714

**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. NOSTALGIA Inc, Limited  
(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. JAMAICA, WEST INDIES 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 1991 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 9, 1992  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3160 South University Drive  
Miramar, Florida 33025  
(Current mailing address)

8. Public Relations and marketing of musical & Theatrical Productions of  
Production of Live Cultural & Educational Musical Programs for live  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) for Audiences and for Radio & Television Concert Tours.

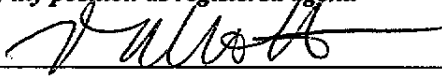
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Vandelin McGowan Arscott

Office Address: 3160 South University drive  
Miramar, Florida, 33025  
(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.

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99 MAY 24 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: Vandelin McGowan

Address: 1430 S.W 87th Terrace

Pembroke Pines, FL 33025

Vice Chairman: Keith St.George Brown

Address: 12 Old Gate Drive

Havendale, Kingston 19, Jamaica W.I.

Director: Robert Paul Arscott

Address: 1430 S.W 87th Terrace

Pembroke Pines, FL 33025

Director: Sonia Murphy

Address: 17 Ridgeway Road Kingston 19, Jamaica W.I

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

President: Vandelin McGowan

Address: 1430 S.W 87th Terrace, Pembroke Pines, FL 33025

Vice President: Keith St.George Brown

Address: 12 Old Gate Drive, Kingston 19, Jamaica

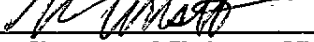
Secretary: Andrea Brown

Address: c/o 3160 South university Drive Miramar, FL 33025

Treasurer: Robert Paul S Arscott

Address: 1430 S.W 87th Terrace Pembroke Pines, FL 33025

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

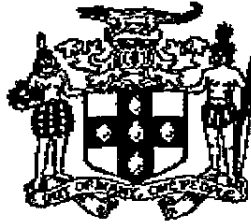
13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vandelin McGOWAN-ARSCOTT Chairman / President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATE OF THE INCORPORATION OF A COMPANY**



**I hereby Certify that**

**NOSTALGIA INC. LIMITED**

**was Incorporated under the**

**Companies Act as a Limited Company**

**on the THIRTEENTH day of JUNE**

**One Thousand Nine Hundred and Ninety-one.**

**Given under my hand at Kingston this NINETEENTH day of**

**JUNE One Thousand Nine Hundred and Ninety-one.**

**/s/G.E. Edwards  
Registrar of Companies**

**Registrar of Companies**

**No. of Company 40,684**

**Certified to be a true copy  
of Certificate of Incorporation  
August 12, 1998.**

**FILED**  
**99 MAY 24 PM 1:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**