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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

8000002904488--2

-06/15/99--01016--001

*****70.00 *****70.00

SUBJECT: Portland Properties 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:

Renea M. Glendinning, CPA
(Name of Person)

Kerkering, Barberio & Co., P.A.
(Firm/Company)

1858 Ringling Boulevard
(Address)

Sarasota, Florida 34236
(City/State/Zip)

FILED
99 JUN 15 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Renea M. Glendinning
(Name of Person)

at (941) 365-4617
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

SL
6-21-99

**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. Portland Properties 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. Ireland

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

3. 52-2174194

(FEI number, if applicable)

4. April 13, 1992

(Date of Incorporation)

5. Perpetual

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

6. Not yet transacting business

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

7. 1858 Ringling Boulevard

Sarasota, Florida 34236

(Current mailing address)

8. Any lawful activity

(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: Renea M. Glendinning

Office Address: 1858 Ringling Boulevard

Sarasota

, Florida ,

34236

(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.

Renea M. Glendinning
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Mr. Cecil Galliford

Address: 1 Petworth Close

Coulsdon Surrey CR5 3EW England

Vice President: Lorraine Cooper

Address: 1 Petworth Close

Coulsdon Surrey CR5 3EW England

Secretary: Renea M. Glendinning

Address: 1858 Ringling Boulevard

Sarasota, Florida 34236

Treasurer: Renea M. Glendinning

Address: 1858 Ringling Boulevard, Sarasota, Florida 34236

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

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

14. Renea M. Glendinning
(Typed or printed name and capacity of person signing application)

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98 JUN 19 AM 8:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DUPLICATE FOR THE FILE

NUMBER

187273


Certificate of Incorporation

I hereby certify that

PORTLAND PROPERTIES LIMITED

is this day incorporated under
the Companies Acts 1963 to 1990
and that the company is limited.

Given under my hand at Dublin, this
Monday, the 13th day of April, 1992


For Registrar of Companies

Certificate received by:

COMPANY FORMATIONS INTERNATIONAL LIMITED

Signed: *Nicole O'Neill*

Date: *14/4/92*

187273

CERTIFICATE OF THE INCORPORATION OF A COMPANY



I hereby certify, that

PORTLAND PROPERTIES LIMITED

was INCORPORATED under the COMPANIES ACTS 1963 to 1990
as a LIMITED Company, on Monday, the 13th day of April, 1992
Given under my hand at DUBLIN this
Friday, the 9th day of August, 1996

Levi Campbell
for Registrar of Companies

Companies Act, 1963, Sec. 370.