

F99000003234



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 130027 7172912

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1999

ORDER TIME : 3:04 PM

ORDER NO. : 130027-005

CUSTOMER NO: 7172912

600002912636--8

CUSTOMER: Mr. Warren A. Hemedinger
Mr. Warren A. Hemedinger
Suite 510
2121 Ponce De Leon
Miami, FL 33134

FOREIGN FILINGS

NAME: OREX GOLD MINES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 22 PM 4:05

AL JUN 22 1999

**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. OREX GOLD MINES CORPORATION

(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. DELAWARE

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

3. APPLIED FOR

(FEI number, if applicable)

4. 6 Sept. 1996

(Date of Incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 2121 Ponce De Leon Blvd. Suite 510, Coral Gables, Fl. 33134

(Current mailing address)

8. General Natural Resource Business Service or any lawful purposes

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: 

(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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DIVISION OF CORPORATIONS
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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: Warren Hemedinger

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Vice Chairman: George Levy

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Director: Dr. Henry Rosenberg

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Director: Steve Gannuscio

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

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

President: Warren Hemedinger

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Vice President: George Levy

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Secretary: Steve Gannuscio C.P.A., V.P. of Finance and Controller


Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

Treasurer: Steve Gannuscio C.P.A., V.P. of Finance and Controller

Address: 2121 Ponce De Leon Blvd., Suite 510, Coral Gables, Fl 33134

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.

Steve Gannuscio, Director

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

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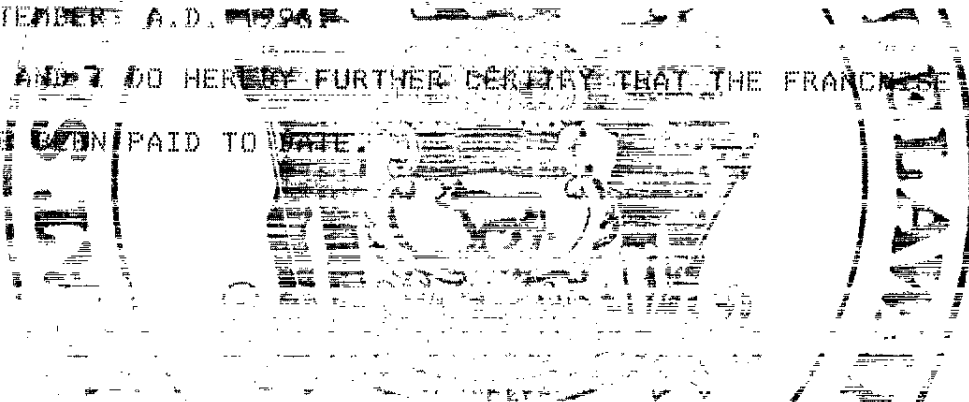
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OREX GOLD MINES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OREX GOLD MINES CORPORATION" WAS INCORPORATED ON THE SIXTH DAY OF SEPTEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 22 PM 4:05



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: --- 9817149

DATE: 06-21-99