

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4003

From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH
Account Number : 07535000065
Phone : (954) 525-7500
Fax Number : (954) 762-8475

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*Catie K.
Jue Deverson*

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FOREIGN PROFIT QUALIFICATION

E&C Development, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 18, 1999

TRIPP, SCOTT, CONKLIN & SMITH - CATIE V.

SUBJECT: E&C DEVELOPMENT, INC.
REF: W99000014281

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

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JUN 21 1999 5:04PM TRIPP SCOTT

E MARZANO

NO. 737 P. 3/7 82
No. 7005 P. 2/2

**CONSENT ACTION
OF
THE BOARD OF DIRECTORS OF
E&C DEVELOPMENT, INC.**

The undersigned, constituting all of the members of the Board of Directors of E&C Development, Inc., a Louisiana corporation ("Corporation"), do waive all formal requirements, including the necessity of holding a formal or informal meeting and receipt/sending of notice; and consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors:

WHEREAS, the Corporation desires to conduct business in the State of Florida and has been advised by the Florida Department of State, Division of Corporations, that its name, E&C Development, Inc. is not available for use in the State of Florida;

NOW THEREFORE, BE IT

RESOLVED, that in order that the Corporation may conduct business in the State of Florida, the name of the Corporation in Florida shall be E&C Development of the USA, Inc.; and be it

FURTHER RESOLVED, that the President of the Corporation be, and hereby is, authorized, empowered and directed to execute any documents which may need to be delivered to the Florida Department of State, in the name and on behalf of the Corporation, all in such form as he shall approve, as evidenced conclusively by his execution thereof.

The action described herein shall be effective as of the 21st day of June, 1999. This action may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of this Corporation, have set their hands and seals to this document for the purposes herein expressed.

DIRECTORS:

Christian Rosenberg

Marilena Pires Marzano

Ernesto Marzano

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JUN 22 1999 3:44PM 02977 TRIPP SCOTT
JUN 21 1999 4:58PM TRIPP SCOTT

C F ROSENBERG

NO. 737 P. 4/7 02
No. 7005 P. 2/2

**CONSENT ACTION
OF
THE BOARD OF DIRECTORS OF
E&C DEVELOPMENT, INC.**

The undersigned, constituting all of the members of the Board of Directors of E&C Development, Inc., a Louisiana corporation ("Corporation"), do waive all formal requirements, including the necessity of holding a formal or informal meeting and receipt/sending of notice; and consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors:

WHEREAS, the Corporation desires to conduct business in the State of Florida and has been advised by the Florida Department of State, Division of Corporations, that its name, E&C Development, Inc. is not available for use in the State of Florida;

NOW THEREFORE, BE IT

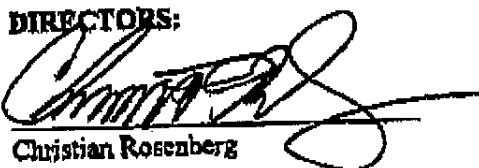
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FURTHER RESOLVED, that the President of the Corporation be, and hereby is, authorized, empowered and directed to execute any documents which may need to be delivered to the Florida Department of State, in the name and on behalf of the Corporation, all in such form as he shall approve, as evidenced conclusively by his execution thereof.

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DIRECTORS:


Christian Rosenberg

Ernesto Marzano

Marilena Pizar Marzano

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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. E&C Development, 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. Louisiana
(State or country under the law of which it is incorporated)
3. 72-1194021
(FEI number, if applicable)
4. July 9, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 30, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802
(Current mailing address)
8. Transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act
(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: J. Robert Day

Office Address: 101 South Atlantic Boulevard

Fort Lauderdale, Florida, 33316
(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.

Prepared by:

Suzan C. Elkin, Esq.
Bar No. 712566
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 325-7500

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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)

Director: Christian Rosenberg
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

Vice Chairman: _____
Address: _____

Director: Ernesto Marzano
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

Director: Marilena Piras Marzano
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

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

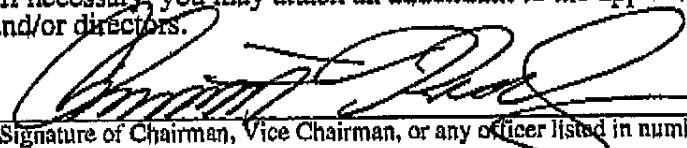
President: Christian Rosenberg
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

Vice President: _____
Address: _____

Secretary: Ernesto Marzano
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

Treasurer: Christian Rosenberg
Address: 6370 Estate Frydendahl, Suite 20
St. Thomas, U.S. Virgin Islands 00802

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. Christian Rosenberg, President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA

State of Louisiana

Box McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

E&C DEVELOPMENT, INC.

A LOUISIANA corporation domiciled at SLIDELL,

Filed charter and qualified to do business in this State on
July 09, 1991,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

June 17, 1999

Box McKeithen

BBE 34384089D

Secretary of State

