

F99.0000004573

PAUL, FRANK & COLLINS, INC.

ATTORNEYS AT LAW

ONE CHURCH STREET

P.O. BOX 1307

BURLINGTON, VERMONT 05402-1307

TELEPHONE (802) 658-2311

TELECOPIER (802) 658-0042

Peter M. Collins  
John T. Sartore (NY)  
B. Michael Frye  
Alan D. Port  
Robert G. Cain (NY)  
S. Crocker Bennett, II  
Robert S. DiPalma  
Stephen J. Soule (NH)  
Gail E. Haefner  
Stephanie J. Mapes  
Kenneth R. Appleby (DC, MD)  
Stephen G. Norton  
Elizabeth J. Grant (MA)  
Christopher McVeigh (NE, NY)  
John H. Draper, IV  
Jan E. Bernaseoni (MA)  
David Borsykowsky (NY)  
William Alexander Fead (NJ)  
Matthew E.C. Pifer

William D. Riley  
Mark G. Hall  
David J. Spielman  
Bess Messerman Okum (OH)  
Frank V. Petrosino  
Kevin L. Kite (NY)  
Bryan T. Granger

R. Allan Paul  
Joseph E. Frank  
Robert J. Grenier (MA)  
Catherine Kronk

OF COUNSEL

August 17, 1999

Florida Department of State  
Qualifications/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002965237--0  
-08/20/99-01029-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

w99-19670

Re: Mandalay Trading Ltd.

Dear Sir or Madam:

Enclosed for filing please find a Letter of Transmittal, together with an Application by Foreign Corporation for Authorization to Transact Business in Florida and a Certificate of Good Standing. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

I understand that a letter of acknowledgment will be issued upon registration.

Thank you for your assistance. If you have any questions or concerns, please do not hesitate to call me.

Sincerely yours,

PAUL, FRANK & COLLINS, INC.

Frank V. Petrosino

FVP:mar

Enclosures

cc w/o encs: Robert J. Grenier, Esq.

cc w/encs: Mr. Alex De La Cruz

Mr. David K. Bishop

P:\6281\2\Ltr\990817 Florida Secretary of State.wpd

99 SEP -3 PM 8:47  
with  
9/3



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 25, 1999

PAUL, FRANK & COLLINS, INC.  
PO BOX 1307  
BURLINGTON, VT 05402-1307

SUBJECT: MANDALAY TRADING LTD.  
Ref. Number: W99000019670

We have received your document for MANDALAY TRADING LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 799A00042581

99 SEP -3 AM 8:47

FILED  
STATE  
DIVISION OF CORPORATIONS

**TRANSMITTAL LETTER**

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Mandalay Trading Ltd., Co.  
(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:

Frank V. Petrosino, Esq.  
(Name of Person)

Paul, Frank & Collins, Inc.  
(Firm/Company)

P.O. Box 1307, One Church Street  
(Address)

Burlington, VT 05402-1307  
(City/State/Zip)

99 SEP -3 AM 8:47

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

Frank V. Petrosino, Esq.  
(Name of Person)

at ( 802 ) 658-2311  
(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

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. Mandalay Trading Ltd., Co.  
(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. July 13, 1999  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. August 30<sup>th</sup>, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11090 N.W. 27th Street  
Miami, FL 33172  
(Current mailing address)
8. Any lawful purpose  
(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: Alex De La Cruz  
Office Address: 11091 N.W. 27th Street, Suite 210  
Miami Florida 33172  
(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.

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: N/A

Address:

Vice Chairman: N/A

Address:

Director: David K. Bishop

Address: 11090 N.W. 27th Street  
Miami, FL 33172

Director: N/A

Address:

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

President: David K. Bishop

Address: 11090 N.W. 27th Street  
Miami, FL 33172

Vice President: N/A

Address:


Secretary: Alex De La Cruz

Address: 11090 N.W. 27th Street  
Miami, FL 33172

Treasurer: N/A

Address:

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. David K. Bishop, President  
(Typed or printed name and capacity of person signing application)

99 SEP -3 1 AM 8:47  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANDALAY TRADING LTD." 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 THIRTIETH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
99 SEP -3 AM 8:47



3074835 8300

991315707

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

9895960

DATE:

07-30-99