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

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
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FOREIGN PROFIT QUALIFICATION

ANTIGUA, S.A. OF BROWARD INC.

Certificate of Status	0
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

August 11, 1999

JIMMY MCNUTT

SUBJECT: ANTIGUA, S.A.  
REF: W99000018624

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6020.

Tammi Cline  
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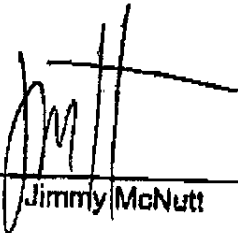
**ANTIGUA S.A.**

**RESOLUTION OF THE SOLE DIRECTOR**

In accordance with the provisions of Article 88 of the Articles of Association of  
**ANTIGUA S.A.** It is hereby:

**RESOLVED** that the Company do adopt the name "ANTIGUA S.A. OF  
BROWARD INC." as its alternative name for use in the State of Florida.

Dated the Twenty-seventh day of August, 1999.

  
Jimmy McNutt

99 SEP -8 AM 6:13

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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. ANTIGUA S.A. 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. BAHAMAS 3. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 1st, 1996 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1999 August  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. HALSBURY HOUSE SHIRLEY STREET & BUEN RETIRO ROAD,  
P.O. BOX N-7123, NASSAU, BAHAMAS  
(Current mailing address)

8. REAL ESTATE INVESTMENT COMPANY  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

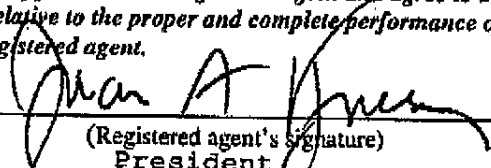
Name: JUAN FIGUEROA

Office Address: 2701 SOUTH LEJEUNE ROAD, #310

CORAL GABLES, Florida, 33134  
(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 designate 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)  
President

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)

JIMMY MENUTT CALZADA SANTA LUCIA, GUATEMALA ANTIGUA GUATEMALA C.A.

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: JIMMY McNUTT

Address: CALZADA SANTA LUCIA NORTE #8

GUATEMALA, ANTIGUA GUATEMALA C.A.

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: JIMMY McNUTT

Address: CALZADA SANTA LUCIA NORTE #8

GUATEMALA, ANTIGUA GUATEMALA C.A."

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: JIMMY McNUTT

Address: CALZADA SANTA LUCIA NORTE #8

GUATEMALA, ANTIGUA GUATEMALA C.A.

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

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. JIMMY McNUTT CHAIRMAN/DIRECTOR/PRESIDENT  
(Typed or printed name and capacity of person signing application)

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**COMMONWEALTH OF THE BAHAMAS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT 1989**  
**(No. 2 of 1990)**

**CERTIFICATE OF GOOD STANDING** (Section 11)

No. 49,601 B

ANTIGUA S.A.

I, **CEDRIC F. MOKEY**.....**ASST.**, Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~incorporated~~) under the provision of the International Business Companies Act 1989 (No. 2 of 1990) on the 1ST day of **NOVEMBER** 19 **96** as a Company No. **49,601B** of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections **102** and **103** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Nassau  
in the Commonwealth of The Bahamas  
this **31ST** day of **AUGUST**

*Cedric F. Mokey*  
**ASST. REGISTRAR GENERAL**