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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

MIAMI GROUP INTERNATIONAL, INC.

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| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other ucc Filing   |
| <input type="checkbox"/> LLC                  | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of P.A.     |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
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Jeffrey Butterfield

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Miami Group International, 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. Delaware

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

3. Pending

(FEI number, if applicable)

4. September 23, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

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

7. Suite 500, 100 N. Biscayne Blvd., Miami, FL 33132

(Current mailing address)

To conduct business consulting and related matters

8. \_\_\_\_\_  
(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.*

Connie Bryan

(Registered agent's signature)

**CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY**

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: Peter A. Freymuth

Address: Suite 500, 100 N. Biscayne Blvd., Miami, FL 33132

Vice Chairman: Andreas Guibeb

Address: 44 Sean McBride Street, Olympia, Windhoek, Namibia

Director: Peter A. Freymuth, President

Address: Suite 500, 100 N. Biscayne Blvd, Miami, FL 33132

Director: Bruce Venhaus, Secretary & Treasurer

Address: Suite 500, 100 N. Biscayne Blvd. Miami, FL 33132

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

President: Peter A. Freymuth

Address: Suite 500, 100 N. Biscayne Blvd., Miami FL 33132

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

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

Secretary: Bruce Venhaus

Address: Suite 500, 100 N. Biscayne Blvd., Miami, FL 33132

Treasurer: Bruce Venhaus

Address: Suite 500, 100 N. Biscayne Blvd., Miami FL 33132

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. Peter A. Freymuth, President

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

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIAMI GROUP INTERNATIONAL, INC." 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-FOURTH DAY OF SEPTEMBER, A.D. 1999.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

9988673

DATE:

09-24-99