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TRANSMITTAL LETTER

FT

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RAINES ASSETS INC.

(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:

THOMAS C. ROBERGE, CPA

(Name of Person)

THOMAS C. ROBERGE & COMPANY

(Firm/Company)

1 BEACH DRIVE SE - SUITE 220

(Address)

ST. PETERSBURG, FLORIDA 33701

(City/State/Zip)

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

THOMAS C. ROBERGE, CPA

(Name of Person)

at (727) 822-9393

(Area Code & Daytime Telephone Number)

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MJH

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STREET ADDRESS:

Qualification/Tax Lien Section
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

-INTERNATIONAL TAXATION-
THOMAS C. ROBERGE & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS

677 NORTH WASHINGTON BOULEVARD
SARASOTA, FLORIDA 34236
TELEPHONE: 941 952-5848
FACSIMILE: 941 954-0912

FLORIDA TOLL FREE:
800 823-4448

ONE BEACH DRIVE SE, SUITE 220
ST. PETERSBURG, FLORIDA 33701
TELEPHONE: 727 822-9393
FACSIMILE: 727 823-6781

November 9, 1999

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

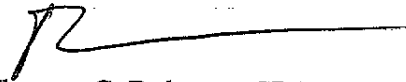
Re: **RAINES ASSETS INC.**

To Whom It May Concern:

Enclosed is the Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Incorporation and our check for \$70.00 for RAINES ASSETS INC. to become qualified in Florida and for us to be its Florida registered agent.

Please send the acknowledgement and qualification to our firm's St. Petersburg address.

Sincerely,




Thomas C. Roberge, CPA

TCR/al
Enclosures

FT

**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. RAINES ASSETS 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. BRITISH VIRGIN ISLANDS
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. OCTOBER 12, 1999
(Date of incorporation)
5. "PERPETUAL"
(Duration: Year corp. will cease to exist or "perpetual")
6. DECEMBER 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220
ST. PETERSBURG, FLORIDA 33701
(Current mailing address)
8. REAL ESTATE RENTALS
(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: THOMAS C. ROBERGE, CPA
Office Address: 1 BEACH DRIVE SE - SUITE 220
ST. PETERSBURG, Florida, 33701
(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)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
(11.5)

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

Chairman: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

Vice Chairman: _____

Address: _____

Director: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

Director: _____

Address: _____

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

President: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

Vice President: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

Secretary: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANY, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

Treasurer: PIERS HARLEY

Address: C/O THOMAS C. ROBERGE & COMPANT, 1 BEACH DRIVE SE - SUITE 220

ST. PETERSBURG, FLORIDA 33701

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. _____

PIERS HARLEY, CHAIRMAN

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



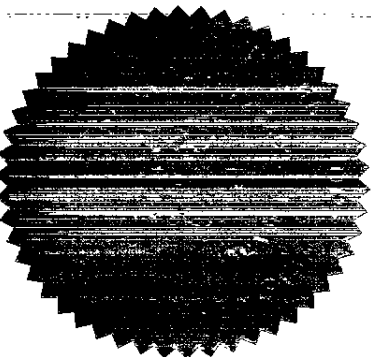
TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 347767

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,
RAINES ASSETS INC.

is incorporated in the British Virgin Islands as an International Business
Company this 12th day of October, 1999.



CRTI0015J

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

REGISTRAR OF COMPANIES

