

F 99000005960

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300003007563--1
-10/06/99--01076--003
*****70.00 *****70.00

SUBJECT: MCKINNA CORPORATION
(Name of corporation - must include suffix)

W99-23561

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:

MITCHELL E. JACOBS, ESQUIRE
(Name of Person)
MITCHELL E. JACOBS, P.A.
(Firm/Company)
15001 NORTHWEST 42nd AVENUE, SUITE#121
(Address)
MIAMI, FLORIDA 33054
(City, State and Zip Code)

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

MITCHELL E. JACOBS at (305) 687 - 8825
(Name of Person) Area Code & Daytime Telephone Number

FILED
99 NOV 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W
11/17

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 13, 1999

MITCHELL E. JACOBS, ESQUIRE
MITCHELL E. JACOBS, P.A.
15001 NORTHWEST 42ND AVENUE, SUITE #121
MIAMI, FL 33054

SUBJECT: MCKINNA CORPORATION
Ref. Number: W99000023561

We have received your document for MCKINNA CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 599A00049385

99 NOV 17 PM 2:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MITCHELL E. JACOBS, P.A.

15001 N.W. 42nd Avenue

Suite 121

Miami, Florida 33054-2324

Telephone (305) 687-8825

Facsimile (305) 687-9036

November 10, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MCKINNA CORPORATION
Reference # W99000023561

Dear Divisions of Corporations Representative:

Please be advised that the undersigned attorney represents McKinna Corporation, a California Corporation and McKinna Corporation of Florida. These corporations are owned by the same individuals and in all likelihood, these corporations will be merged at some time in the future. McKinna Corporation of Florida has no objection to the use of the name McKinna Corporation within the State of Florida by McKinna Corporation, a California Corporation. Please register McKinna Corporation, a California Corporation as a foreign corporation qualified to do business in the State of Florida at your earliest convenience.

Please contact the undersigned attorney should you require any further information or if there is any problem with the request.

Sincerely,

MITCHELL E. JACOBS, P.A.


Mitchell E. Jacobs

Enclosure

FILED
99 NOV 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. McKinna Corporation
(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. California
(State or country under the law of which it is incorporated)
3. 33-0697859
(FEI number, if applicable)
4. 1-2-96
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 400-B N. Flagler Drive
W. Palm Beach, FL 33401
(Current mailing address)
8. Yacht Sales
(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:
Name: Mitchell E. Jacobs, P.A.
Office Address: 15001 N.W. 42nd Ave. Suite 121
Miami, Florida, 33054
(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.

Mitchell E. Jacobs

(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.

99 NOV 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert B. MillionAddress: 525 S. Flagler Dr. #9CW. Palm Beach, FL 33401

Vice Chairman: _____

Address: _____

Director: Robert B. MillionAddress: 525 S. Flagler Drive # 9CW. Palm Beach, FL 33401Director: Carolyn B. MillionAddress: 525 S. Flagler Drive # 9CW. Palm Beach, FL 33401

B. OFFICERS

President: Cortland SteckAddress: 5200 Poinsetta Avenue #403W. Palm Beach, FL 33407Vice President: Carolyn B. MillionAddress: 525 S. Flagler Drive # 9CW. Palm Beach, FL 33401Secretary: Robert B. MillionAddress: 525 S. Flagler Drive # 9CW. Palm Beach, FL 33401

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Carolyn B. Million V.P.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Carolyn B. Million

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV 17 PM 2:53

FILED

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
99 NOV 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 2nd day of January, 1996,

MCKINNA CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

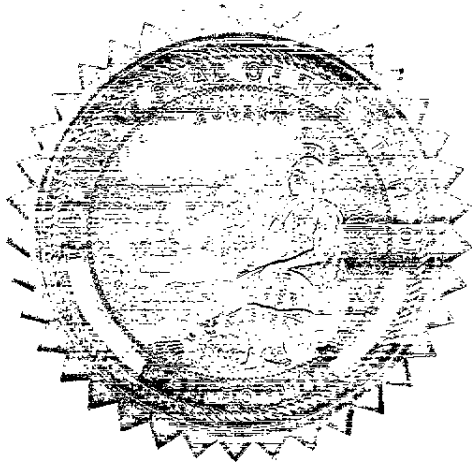
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of
September 28, 1999



Bill Jones

Secretary of State