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NELSON S. BERGMAN

PHILIP W. MANN, REGISTERED
20600 ALL STATE C 0005
MIAMI, FLORIDA 331

DB1 4-3800
TELEFAX 1308 74-1156

May 2, 1995

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

900001476219
-05/04/95--01113--003
*****70.00 *****70.00

RE: Venusia International S.A.

Dear Sir or Madam:

Enclosed please find the following:


1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Good Standings, together with the appropriate translation; and
3. This firm's check in the amount of \$70.00.

I kindly ask that you find the Application and forward to this office, in the self-address stamped envelope provided, the Letter of Acknowledgment.

Very truly yours,


Teresita Bregolat
Legal Assistant

/tb
Enclosures (as noted)


95 MAY - 4 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. Venusia International S.A.
(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. Panama 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 14, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Business shall be transacted in near future once Company opens branch
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. Calle Aquilino de la Guardia No. 8, Panama,
Republica de Pamana, Panama
(Current mailing address)
8. The corporation may engage in any activity of business permitted under the laws of the United States and of the state of Florida.
(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: Nelson Slosbergas
Office Address: 520 Brickell Key Drive, Suite 0-305
Miami, Florida,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature]
(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:

A. DIRECTORS

Chairman: /DIRECTOR JULIO E. DIAZ S.
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

Vice Chairman: _____
Address: _____

Director: RODRIGO A. CHANIS
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

Director: ITEKRA M. DE TRUTE
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

B. OFFICERS

President: JULIO E. DIAZ S.
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

Vice President: /ASSISTANT SECRETARY: RODRIGO A. CHANIS
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

Secretary: ITEKRA M. DE TRUTE
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

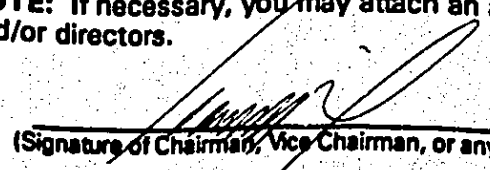
Treasurer: ITEKRA M. DE TRUTE
Address: Calle Aquilino de la Guardia No. 8
Republica de Panama, Panama

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY - 4 AM 9:23

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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. Julio E. Diaz S., Chairman, PRESIDENT - Director
(Typed or printed name and capacity of person signing application)

REPUBLICA DE PANAMA
LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD N.º 1902 DEL 12/04/1995
QUE LA SOCIEDAD VENUSTA INTERNATIONAL S.A. SE ENCUENTRA REGISTRADA EN LA FICHA N.º 284893 ROLLO 41704 IMAGEN 51

DESDE EL DIECISEIS DE MARZO DE MIL NOVECIENTOS NOVENTA Y CUATRO
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE
QUE SUS DIRECTORES SON: JULIO E. DIAZ S. RODRIGO A. CHANIS, ITZKRA M. DE TRUTE

QUE SUS DIGNATARIOS SON: PRESIDENTE JULIO E. DIAZ S. VICEPRESIDENTE RODRIGO A. CHANIS TESORERO ITZKRA M. DE TRUTE SECRETARIO ITZKRA M. DE TRUTE SUBSECRETARIO RODRIGO A. CHANIS

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA EL DIECISIETE DE ABRIL DE MIL NOVECIENTOS NOVENTA Y CINCO A LAS 04-21-296 P.M.

CON ESTA CERTIFICACION NO SE LEVA ADHERIDOS LOS TIMBRES CORRESPONDIENTES.

ALVARO M. ACHURRA CERTIFICADOR



SECRETARY OF STATE
FILED
MAY 11 AM 9 23

THE DIRECTORATE GENERAL OF THE PUBLIC REGISTER

IN VIEW OF PETITION, 1992 OLGA

04/12/1995

C E R T I F I E S:

That the Corporation

**VENUSIA INTERNATIONAL, S.A. is recorded at Microjacket: 284893 Rollo
41784 Frame: 51 as of March 16,th, 1994.**

That this corporation is in good standing.

That its Directors are:

- 1. JULIO E. DIAZ S.**
- 2. RODRIGO A. CHANIS**
- 3. ITZKRA N. DE TRUTE**

That its officers are:

President	JULIO E. DIAZ S.
Vicepresident	RODRIGO A. CHANIS
Treasurer	ITZKRA N. DE TRUTE
Secretary	ITZKRA N. DE TRUTE
Assistant-Secretary	RODRIGO A. CHANIS

**Issued and signed in the City of Panama on April 17th, 1995, at
04-21-29.4 P.M.**

**NOTE: This certification is not valid unless it bears the
corresponding revenue stamps.**

(Revenue stamps)

(sgd.) Alvaro N. Achura Q.

Alvaro N. Achura Q.

CERTIFYING OFFICIAL

CERTIFICATE OF ACCURACY

The undersigned, MARITZA E. AGUILAR, hereby certifies:

- 1. That she is a Public Interpreter for the Republic of Panama of the Spanish and English languages, and is thoroughly conversant with these languages;**
- 2. That the foregoing document is an English translation carefully made by her of the Certificate of good standing re: the corporation named VENUSIA INTERNATIONAL, S.A. issued by the Public Registry Office of the Republic of Panama, hereto attached.**
- 3. That said translation is a true and correct English version of such Certificate of good standing to the best of her knowledge and belief.**

Panama, April 19th, 1995

MARITZA E. AGUILAR
Certified Public Interpreter
Resolution No. 500
of December 31, 1990

Maritza E. Aguilar

Maritza E. Aguilar

Certified public interpreter

Identity Certificate No. 8-119-446