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December 16, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Application By Foreign Corporation For Authorization
To Transact Business In Florida for:
UNION MARITIMA INTERNACIONAL, S.A.**

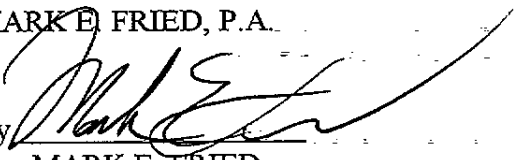
Dear Sir/Madam:

Enclosed please the above-referenced application for Union Maritima Internacional, S.A. Enclosed please find a check in the amount of \$131.25 representing the filing fee, a certified copy and a Certificate of Good Standing.

Thank you for your services.

Sincerely,

MARK E. FRIED, P.A.

By 
MARK E. FRIED

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DIVISION OF CORPORATIONS
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English translation:
International Maritime
Union, S.A.

**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:*

UNION MARITIMA INTERNACIONAL, S. A.

1. _____
(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. SPAIN 3. 98-0106688
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 24, 1983 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None to date. Will begin January 1998.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Serrano, 45-3°, Madrid, 28001, Spain

(Current mailing address)

8. SALE AND STORAGE AND TRANSPORTATION OF CEMENT.
(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)**

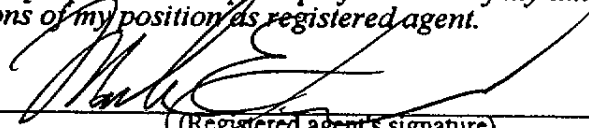
Name: MARK E. FRIED, P.A.

Office Address: 1110 Brickell Avenue, Ste. 700
Miami, Florida, 33131
(Zip Code)

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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)

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

Chairman: JENARO FÉLIX PERERA

Address: Camino de Maltonos s/n Algete MADRID

Vice Chairman: MARKUS AKERMANN

Address: SEKRETARIAT MR. AKERMANN CH 1298 CELIGNY, SWITZERLAND

Director: BENOIT KOCH

Address: 489 Avenue Louise, 1050 Bruxelles, BELGIUM

Director: FERNANDO VARELA

Address: PO Castellana, 8 MADRID

Director: MARIANO SUANA - Address: 5115 Möriken, SWITZERLAND

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

President:/General Manager: JOAQUIN VILLANUEVA

Address: Serrano, 45- 28001 MADRID

Vice President: / Deputy General Manager: JAVIER DE BENITO

Address: Serrano, 45 - 28001 MADRID

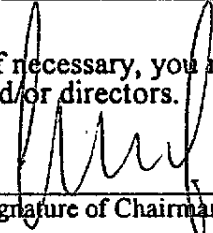
Secretary: CARLOS ALVAREZ-ROMERO

Address: Serrano, 45 -28001 MADRID

Treasurer: /Financial Manager: Gregorio Arreytunandía

Address: Serrano 45 - 28001 MADRID

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. JOAQUIN VILLANUEVA - General Manager
(Typed or printed name and capacity of person signing application)

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(COVER)

SEAL

SEAL

MERCANTILE REGISTER OF MADRID

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CERTIFICATE

Paseo de la Castellana, 44
28046 MADRID

MERCANTILE REGISTER OF MADRID

CERTIFICATE

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THE UNDERSIGNED, MERCANTILE REGISTRAR OF MADRID,

HEREBY CERTIFY: That upon express request of Mr. CARLOS ALVAREZ-ROMERO, with National Identity Card (DNI) N° 5389014, applying for a Certificate of Legal Force of the Company "UNION MARITIMA INTERNACIONAL S.A.", I have examined the Books of the Records under my charge, according to which:

FIRST: That in Inscription 16 of the page n° M-25977, folio 200 of Volume 1393, recorded the 29th August 1991, pursuant to copy of the Deed granted in Madrid, the 19th June 1991, before the Notary Public Mr Jerónimo Rodríguez-Arias Sánchez, with number 1685, it appears registered the Accomodation of the Bye-Laws of "UNION MARITIMA INERNACIONAL, S.A." to the Spanish Laws in force.-----

SECOND: And that in the same page is not recorded the liquidation nor the winding up of the Company object of the present Certificate, which is therefore in full force according to the Registrar.-----

IN WITNESS WHEREOF, and not existing in the Daily Book any other entry pending of registration with regards to the certified company, I issue the present Certificate, which is performed in two pieces of stamped paper of this Register, numbers 0137533 and 0137534, and I sign it in Madrid, this 24th day of November 1997

SEAL and SIGNATURE

Presented in the Daily Book of certificates with entry n° 12816/97
Hons. S/M
TWO THOUSAND FIVE HUNDRED AND FIFTY PESETAS

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

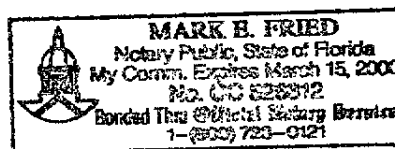
BEFORE ME, the undersigned authority, personally appeared _____
MARY E. PADGETT, who being by me first duly sworn, says that
he/she is fully versed in the SPANISH and the English languages and that the
foregoing is a true and correct translation of an instrument(s) consisting of 2 pages(s) and that
this is the 3 page of the attached.

Mary E. Padgett

WITNESS my hand and official seal at Miami, State and County aforesaid, this 16 day of
December, 1997.

Mark E. Fried
NOTARY PUBLIC
State of Florida

My Commission expires:



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SECRETARY OF CORPORATIONS
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REGISTRO MERCANTIL DE MADRID

EL QUE SUSCRIBE REGISTRADOR MERCANTIL DE MADRID.-

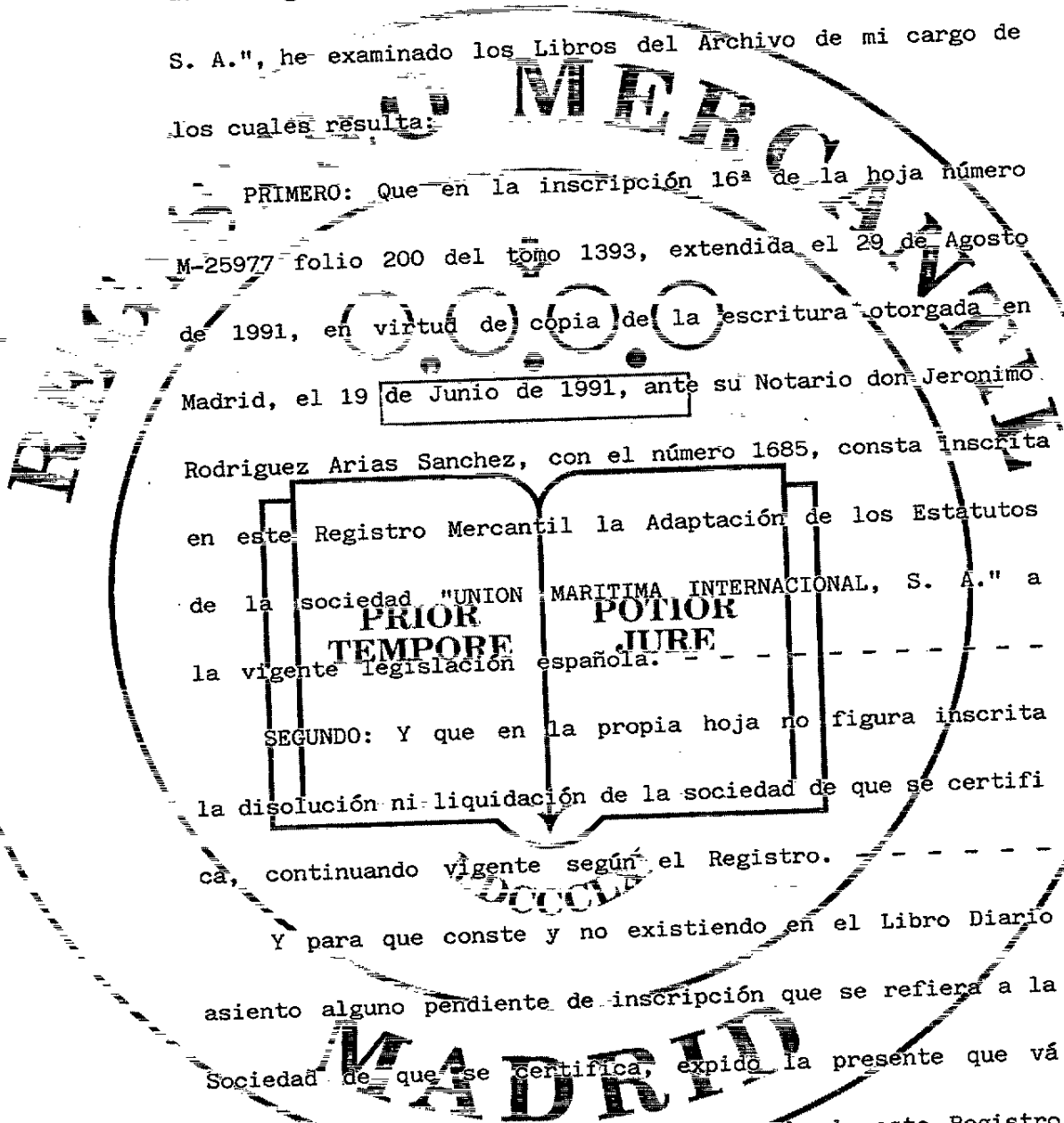
CERTIFICO: Que a petición expresa de don Carlos Alvarez Romero, con DNI número 5389014, solicitando certificación de la vigencia de la sociedad "UNION MARITIMA INTERNACIONAL, S. A.", he examinado los Libros del Archivo de mi cargo de los cuales resulta:

PRIMERO: Que en la inscripción 16ª de la hoja número M-25977 folio 200 del tomo 1393, extendida el 29 de Agosto de 1991, en virtud de copia de la escritura otorgada en Madrid, el 19 de Junio de 1991, ante su Notario don Jeronimo

Rodriguez Arias Sanchez, con el número 1685, consta inscrita en este Registro Mercantil la Adaptación de los Estatutos de la sociedad "UNION MARITIMA INTERNACIONAL, S. A." a la vigente legislación española.

SEGUNDO: Y que en la propia hoja no figura inscrita la disolución ni liquidación de la sociedad de que se certifica, continuando vigente según el Registro.

Y para que conste y no existiendo en el Libro Diario asiento alguno pendiente de inscripción que se refiera a la Sociedad de que se certifica, expido la presente que vá extendida en dos hojas de papel timbrado de este Registro números 0137533 y 0137534 y la firmo en Madrid, a veinticu-



REGISTRO MERCANTIL DE MADRID

tro de Noviembre de mil novecientos noventa y siete. -

[Handwritten signature]

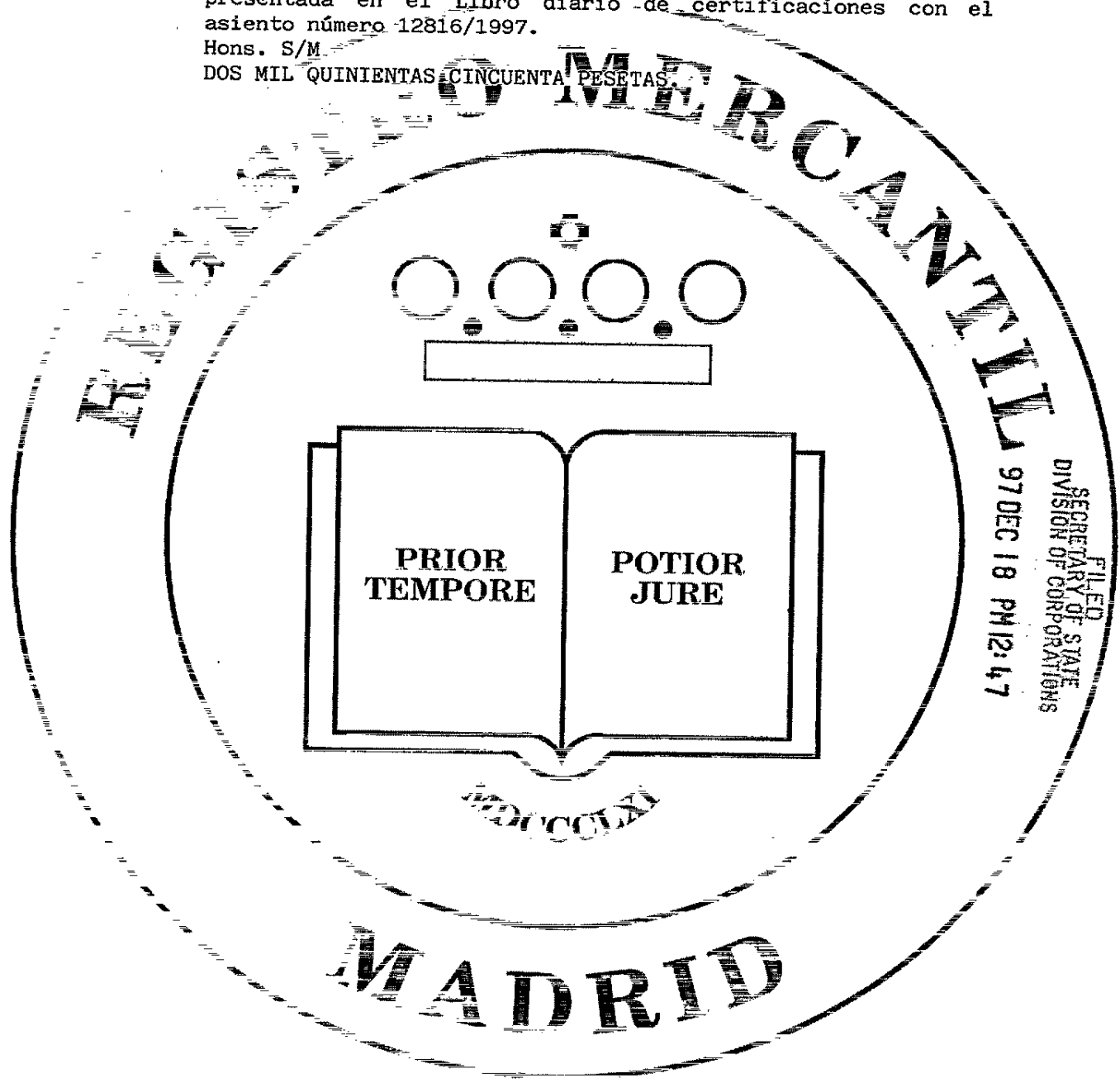


presentada en el Libro diario de certificaciones con el asiento número 12816/1997.

Hons. S/M

DOS MIL QUINIENTAS CINCUENTA PESETAS

REGISTRARIO MERCANTIL DE MADRID



REGISTRARIO MERCANTIL DE MADRID