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ACCOUNT NO. : 072100000032

REFERENCE : 129049 161927A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : February 9, 1999

ORDER TIME : 1:47 PM

ORDER NO. : 129049-005

800002770408--1

CUSTOMER NO: 161927A

W99-3274

CUSTOMER: Cathryn Porter, Esq
Pacific Usa Holdings Corp.
Suite 1220
3200 Southwest Freeway
Houston, TX 77027

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PACIFIC USA HOLDINGS CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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DIVISION OF CORPORATIONS

mtm
2/10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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99 FEB 10 PM 12:20
DIVISION OF CORPORATION

February 9, 1999

CSC

SUBJECT: PACIFIC USA HOLDINGS CORP.
Ref. Number: W99000003274

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 199A00005743

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RESUBMIT
Please give original
date as file date.

**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. Pacific USA Holdings Corp.
(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. Texas 3. 75-22255876
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/16/88 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5999 Summerside Drive, Suite 112
Dallas, Texas 75252
(Current mailing address)
8. All legal purposes
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Karen B. Rozar
(Registered agent's signature) Karen B. Rozar, Asst. Sec.
Corporation Service Company

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: Larry D. Horner

Address: 100 Park Avenue, 28th Floor

New York, NY 10017

Director:

~~Vice Chairman:~~ Bill C. Bradley

Address: 5999 Summerside Drive, Suite 112

Dallas, TX 75252

Director: Sun Tao-tsun

Address: 4th and 5th Fl., Pacific Commercial Bldg.

285, Chung Hsiao Road East, Sec. 4
Taipei 106, Taiwan, ROC

Director: Tung Yu-jeh

Address: 4th and 5th Fl., Pacific Commercial Bldg.

285, Chung Hsiao East Road, Sec. 4
Taipei 106, Taiwan, ROC

(See attached list)

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

President: Sun tao-tsun

Address: 4th and 5th Fl., Pacific Commercial Bldg.

285, Chung Hsiao Road East, Sec. 4
Taipei 106, Taiwan, ROC

Chief Executive Officer

~~Vice President:~~ Bill C. Bradley

Address: 5999 Summerside Dr., Suite 112

Dallas, TX 75252

Secretary: Cathryn L. Porter

Address: 3200 Southwest Freeway, Suite 1220

Houston, TX 77027

Treasurer: Paul Grzybowski

Address: 5999 Summerside Dr., Suite 112

Dallas, TX 75252

(See attached list)

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. Cathryn L. Porter, Secretary

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

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PACIFIC USA HOLDINGS CORP.

FLORIDA

12. Names and address of Officers and/or Directors:

A. Directors (continued)

Hu Hung Chiu
4th and 5th Fl., Pacific Commercial Bldg.
285, Chung Hsiao East Road, Sec. 4
Taipei 106, Taiwan, ROC

Chris Lee
4th and 5th Fl., Pacific Commercial Bldg.
285, Chung Hsiao East Road, Sec. 4
Taipei 106, Taiwan, ROC

Tung Ching-yun
5999 Summerside Dr., Suite 112
Dallas, TX 75252

B. Officers (continued)

Michael K. McCraw, Chief Financial Officer
5999 Summerside Dr., Suite 112
Dallas, TX 75252

Tommy McAden, Controller
5999 Summerside Dr., Suite 112
Dallas, TX 75252

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

PACIFIC USA HOLDINGS CORP.
File No. 1097786

were filed in this office and a certificate of incorporation was issued to this corporation and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 25, 1999.*




Secretary of State

BAM