



THE UNITED STATES
CORPORATION
COMPANY

F99000005826

ACCOUNT NO. : 072100000032

REFERENCE : 466625 4301772

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 NOV 10 PM 3:05

ORDER DATE : November 5, 1999

ORDER TIME : 12:12 PM

ORDER NO. : 466625-005

CUSTOMER NO: 4301772

500003041295-6

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Av.
12th Fl.
New York, NY 10022

FOREIGN FILINGS

NAME: CIM USA INC.

XXXX QUALIFICATION (TYPE: CO)

(Handwritten mark)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

BK 11/10/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV 10 PM 12:58

**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.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 10 PM 3:05

1. CIM USA 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. New York 3. 52-2172234
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 6, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1912 N.W. 84th Avenue, Miami Florida 33126
(Current mailing address)
Wholesale Distribution
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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.

Corporation Service Company

By: Patricia Pignato

(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: Alberto Mucelli

Address: 1912 N.W. 84th Avenue, Miami, Florida 33126

Vice Chairman: Sandro Mucelli

Address: 1912 N.W. 84th Avenue, Miami, Florida 33126

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Alberto Mucelli

Address: 1912 N.W. 84th Avenue, Miami, Florida 33126

Vice President: Sandro Mucelli

Address: 1912 N.W. 84th Avenue, Miami, Florida 33126

Secretary: George M. Pavia

Address: c/o Pavia & Harcourt, 600 Madison Avenue, New York, New York 10022

Treasurer: _____

Address: _____

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

13. X Alberto Mucelli

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George M. Pavia, Secretary

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

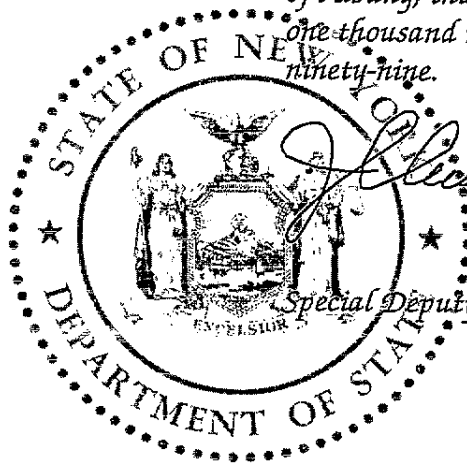
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 10 PM 3:05

State of New York
Department of State

SS:

I hereby certify, that the certificate of incorporation of CIM USA INC. was filed on 05/06/1999, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of November
one thousand nine hundred and
ninety-nine.



Special Deputy Secretary of State

199911050207 38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 10 PM 3:05