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February 6, 1997

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

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-02/11/97--01035--001
*****35.00 *****35.00

Re: ZORETA CORPORATION N.V.

Dear Sir/Madam:

Enclosed are an original and one copy of Designation of Registered Agent and Registered Office for Alien Business Organization for the above-referenced corporation and a check in the amount of \$35.00 to cover the cost of filing this document.

Please date stamp the attached copy of this document and return it to the undersigned in the attached, self-addressed, stamped envelope.

Thank you.

Very truly yours,

Jill Zammass
JILL ZAMMAS
Legal Assistant

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
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**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR
ALIEN BUSINESS ORGANIZATION**

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SECRET
STATE

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. Zoreta Corporation N. V.
(Name of alien business organization)

2. Netherlands Antilles
(State or country under which entity is organized)

3. c/o JB, 201 S. Biscayne Blvd., 1500 Miami Center, Miami, FL 33131
(Principal office address)

4. N.A.
(Federal Employer Identification number, if applicable)

5. Name and Florida street address of registered agent.
Corporation Company of Miami
201 S. Biscayne Blvd, 1600 Miami Center
Miami, FL 33131

6. The street address of the registered office and the street address of the business office of the registered agent are identical.

7. [Signature]
(Signature of chairman, vice chairman, or officer)

8. Jose Fichmann, CEO & Attorney in Fact
(Name and capacity of person signing in number 7 above)

9. Signature of registered agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

Corporation Company of Miami
By: [Signature]
(Registered agent accepting appointment)
Jill B. Zamas, Asst. Secretary

Dec 7 13 1995
(Date)

THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.