F95000000508

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

-01/20/95--01129--009
*****78.75 *****78.75

SUBJECT: Genbek Systems (USA) Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas Clarkson
(Name of Person)

Genbek Systems (USA) Inc
(Firm/Company)

2301 Sample Rd. Bldg 2 Suite 1B
(Address)

Pompano Beach, Florida 33073
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Thomas Clarkson at (305) 753-4634.
(Name of Person) Area Code & Daytime Telephone Number

95 JAN 31 AM 9:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1995

GERBER SYSTEMS (USA), INC.
% THOMAS CLARKSON
2301 SAMPLE RD., BLDG. 2, SUITE 1B
POMPANO BEACH, FL 33073

SUBJECT: GERBER SYSTEMS (USA), INC.
Ref. Number: W95000001523

We have received your document for GERBER SYSTEMS (USA), INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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 (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 895A00002599

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 TRAN[illegible]T BUSINESS IN THE STATE OF FLORIDA:

1. GERBER Systems (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. Hawaii
(State or country under the law of which it is incorporated)

3. 99-0236728
(FEI number, if applicable)

4. Dec 14, 1984
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. JAN 5th 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2301 Sample Rd - Bldg 2 Suite 1B
Pompano Beach, Florida, 33073
(Current mailing address)

8. Sales + Marketing Office for general Merchandise + watches
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
95 JAN 31 AM 9:[illegible]

9. **Name and street address of Florida registered agent:**

Name: Thomas Clarkson

Office Address: 2301 Sample Rd Bldg 2 Suite 1B

Pompano Beach, Florida, 33073
(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.

Thomas Clarkson
(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: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: Douglas Chan

Address: 2100 Date Street Apt. 1905
Honolulu, Hawaii 96826

Vice President: Frank Fu

Address: 760-762 Cheung Sha Wan Rd BL 5 Unit D 1st Floor
Kowloon H.K.

Vice President
Thomas Clarkson
2301 N. Sample Rd
Pompano Beach, Fl
33073

Secretary: _____

Address: _____

_____

Treasurer: _____

Address: _____

_____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 31 AM 9:34

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

13. Frank Fu Thomas Clarkson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK FU Thomas CLARKSON
(Typed or printed name and capacity of person signing application)

State of Hawaii

Department of Commerce and Consumer Affairs

Honolulu

CERTIFICATE OF GOOD STANDING

I, the undersigned Deputy Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department

GERBER SYSTEMS (USA), INC.

was incorporated under the laws of Hawaii on 12/17/1984 ; that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 01/03/1995

BENJAMIN I. FUKUMOTO

Deputy Director of Commerce and Consumer Affairs

By _____
Commissioner of Securities