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852724
M.

April 27, 1982

Department of State
Corporations Division
401 N.W. Second Avenue, Suite 770
Miami, Florida

Re: Roski Corporation N.V.

Dear Sir:

Enclosed for filing are the following documents:

1. An original and one copy of an Alien Annual Report for 1982 for the above-referenced corporation.

2. An original and one copy of an Application for Authority to Transact Business in Florida and a certified copy of the Charter document for Roski Corporation N.V.

A check in the amount of $168.00 payable to the Department of State is also enclosed to cover the following: WAit

Alien Annual Report	$ 15.00
Filing Fee - Application	15.00
Certified Copy - Application	15.00
Registered Agent Fee	3.00
Charter Tax	120.00
	$168.00

CHARTER TAX STAMP
C. TAX 120
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R. AGENT FEE
C. COPY
TOTAL
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BALANCE DUE
REFUND

I would appreciate it if the Annual Report is filed today, and a stamped copy of the Report should be given to the Courier. Also, I have enclosed a copy of this letter to be stamped-in by your office to indicate the Application should be filed as of today. The certified copy

#852724 Typed 4/27/82

should be mailed to me at the above-referenced Miami address.

If you have any questions with regard to these matters, please call me at (305) 577-2800, ext. 3015.

Thank you for your assistance in this matter.

Very truly yours,

Janet E. Perez

Janet E. Perez
Legal Assistant

/jp

Enclosures

HAND DELIVERED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1). ROSKI CORPORATION, N.V.
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR "CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

2). NETHERLANDS ANTILLES
(INCORPORATED UNDER LAWS OF)

3). October 29, 1981
(DATE OF INCORPORATION)

4). Perpetual
(PERIOD OF DURATION)

5). Handelskade 8, P.O. Box 812, Curacao, Netherlands Antilles
(ADDRESS OF PRINCIPAL OFFICE)

6). The Prentice-Hall Corporation System, Inc.
(NAME OF FLORIDA REGISTERED AGENT)

300 East Park Avenue
(STREET ADDRESS OF REGISTERED OFFICE)

Tallahassee (CITY) FLORIDA 32301 (ZIP CODE)

7). Real Estate Investment
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

8).

NAMES OF OFFICERS		SPECIFIC ADDRESS
Klever Rosales Ramirez	(P)	Avenida Liberatador, Edificio Antonio Caracas, Venezuela
Ilana Kivilevits de Rosales	(V)	"
Ilana Kivilevits de Rosales	(S)	"
Ilana Kivilevits de Rosales	(T)	"

NAMES OF DIRECTORS		SPECIFIC ADDRESS
Klever Rosales Ramirez	(D)	Avenida Liberatador, Edificio Antonio Caracas, Venezuela
Ilana Kivilevits de Rosales	(D)	"
Curacao Corporation Company N.V.	(D)	Handelskade 8, P.O. Box 812 Curacao, Netherlands Antilles
	(D)	

9). **Acceptance by the Registered Agent:** SEE ATTACHED
AGENT MUST SIGN ON THIS LINE

10). ____

(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE).

30,000 shares, $1.00 par value

11). "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

A.	ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	$ 500,000
B.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR.	$ 0
C.	ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR.	$ 500,000
D.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR.	$ 0
E.	TOTAL OF "A" and "B".	$ 500,000
F.	TOTAL OF "C" and "D".	$ 500,000
G.	DIVIDE "F" by "E".	1
H.	MULTIPLY "G" by TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE).	$30,000

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE TOTAL VALUE OF SHARES CALCULATED IN "H" ABOVE.

Ilbana de Rosales

SECRETARY or ASSISTANT SECRETARY

PRESIDENT or VICE PRESIDENT

STATE OF

COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 23rd DAY

OF April, 19 82, BY Klever Rosales Ramirez
(NAME OF OFFICER)

President OF Roski Corporation N.V.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Netherlands Antilles CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

(SEAL)

NOTARY PUBLIC

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAR 2 1984
BONDED THRU GENERAL INS. UNDERWRITERS

CHA. 104

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1). ROSKI CORPORATION N.V.
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR "CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

2). ______________________
(INCORPORATED UNDER LAWS OF)

3). ______________________ 4). ______________________
(DATE OF INCORPORATION) (PERIOD OF DURATION)

5). ______________________
(ADDRESS OF PRINCIPAL OFFICE)

6). **THE PRENTICE-HALL CORPORATION SYSTEM, INC.**
(NAME OF FLORIDA REGISTERED AGENT)
c/o The Prentice-Hall Corporation System, Inc.
300 East Park Avenue, Tallahassee, Florida 32301
(STREET ADDRESS OF REGISTERED OFFICE)

FLORIDA
(CITY) (ZIP CODE)

7). ______________________
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

8).

NAMES OF OFFICERS		SPECIFIC ADDRESS
	(P)	
	(V)	
	(S)	
	(T)	

NAMES OF DIRECTORS		SPECIFIC ADDRESS
	(D)	
	(D)	
	(D)	
	(D)	

9). Acceptance by the Registered Agent: ______________________ [SIGNATURE] ON THIS LINE
For: The Prentice-Hall Corporation System, Inc.
By: John F. Byrne, Jr. Vice-Pres.

(OVER

10). ____

(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE).

____

11). "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED $ __________

B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR. $ __________

C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR. $ __________

D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR. $ __________

E. TOTAL OF "A" and "B". $ __________

F. TOTAL OF "C" and "D". $ __________

G. DIVIDE "F" by "E". __________

H. MULTIPLY "G" by TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE). __________

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE TOTAL VALUE OF SHARES CALCULATED IN "H" ABOVE.

______________________________ ______________________________
SECRETARY or ASSISTANT SECRETARY PRESIDENT or VICE PRESIDENT

STATE OF
COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS ______ DAY

OF ________________, 19 ______, BY ______________________
(NAME OF OFFICER)

______________________ OF ______________________
(TITLE OF OFFICER) (NAME OF CORPORATION)

A ______________________ CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

____
NOTARY PUBLIC

(SEAL)

CHA. 104
05/19/76

RR/esth/3

The Undersigned:

GERARD CHRISTOFFEL ANTONIUS SMEETS, a civil-law notary, residing in Curacao,

herewith certifies:

that the limited liability company: ROSKI CORPORATION N.V. established in Curacao, has been legally incorporated by deed, executed before the undersigned on October 29, 1981, on a draft of which deed the declaration of no-objection referred to in Article 38 of the Commercial Code of the Netherlands Antilles was issued by the Minister of Justice of the Netherlands Antilles on October 27, 1981, under number 4688/N.V.;

that the articles of incorporation have been amended by deed, executed before the undersigned on January 21, 1982, on a draft of which deed the declaration of no-objection referred to in Article 97 of the Commercial Code of the Netherlands Antilles was issued by the Minister of Justice of the Netherlands Antilles on January 20, 1982, under number 107/N.V.;

that the limited liability company: ROSKI CORPORATION N.V. is legally existing in good standing under the laws of the Netherlands Antilles, with articles reading as per the attached documents.

IN WITNESS WHEREOF, I have set my hand hereunto, after having affixed my official seal of office.

Curacao, February 8, 1982.

S T A T U T E N

-------------------------- NAAM EN ZETEL --------------------
-------------------------- Artikel 1 --------------------
----1. De vennootschap is genaamd:HOSKI CORPORATION N.V.--------
----2. De vennootschap is gevestigd op Curacao.----------------
-------------------------- DOEL --------------------
-------------------------- Artikel 2 --------------------
----1. Het doel van de vennootschap is:----------------------
a. het beleggen van haar middelen in effecten, zoals aandelen--
---en andere bewijzen van deelgerechtigdheid en obligaties,----
---alsmede in andere rentedragende schuldvorderingen onder-----
---welke naam en in welke vorm ook;-------------------------
b. het verkrijgen van:-------------------------------------
(i) opbrengsten, voortvloeiende uit de vervreemding of het---
------afstaan van het recht tot het gebruik maken van---------
------auteursrechten, octrooien, modellen, geheime procede's---
------of recepten, handelsmerken en soortgelijke zaken;--------
(ii) royalties, daaronder begrepen huren, met betrekking tot--
------films of terzake van het gebruik van nijverheids-,-------
------handels-, of wetenschappelijke installaties, alsmede-----
------met betrekking tot de exploitatie van een mijn of groeve-
------of enige andere natuurlijke hulpbron en andere onroe- ---
------rende zaken;--
(iii) vergoedingen voor het verlenen van technische hulp;------
c. het direct of indirect beleggen van haar middelen in--------
---onroerende goederen en rechten, het verkrijgen, bezitten,---
---huren, verhuren, pachten, verpachten, verkavelen, droogleg-
---gen, ontwikkelen, verbeteren, bewerken, bebouwen, verkopen,-
---of anderzins vervreemden, verhypothekeren of ander- --------
---zins bezwaren van onroerende goederen en het aanleggen van--
---infrastructurele werken als wegen, leidingen en soortge- ---
---lijke werken op onroerende goederen.----------------------
----2. De vennootschap is bevoegd tot alles wat tot het berei-
ken van haar doel nuttig of nodig kan zijn of daarmede in de---
ruimste zin des woords verband houdt, daaronder begrepen het---
deelnemen in enige andere onderneming of vennootschap.---------

------------------------------ DUUR ------------------------------
------------------------------ Artikel 3 ------------------------------
----De vennootschap is aangegaan voor onbepaalde tijd.----------
------------------------- KAPITAAL EN AANDELEN -----------------
------------------------------ Artikel 4 ------------------------------
----1. Het maatschappelijk kapitaal van de vennootschap be- --- draagt dertigduizend United States Dollars (US$ 30.000,--),---- verdeeld in dertigduizend (30.000) aandelen van een United----- States Dollar (US$ 1,--) elk, waarvan zesduizend (6.000)------- aandelen zijn geplaatst.--
----2. Onderaandelen kunnen worden uitgegeven.------------------
------------------------------ Artikel 5 ------------------------------
----1. De aandelen luiden op naam.------------------------------
----2. Door de directie zal een aandeelhoudersregister worden-- aangelegd en bijgehouden.--
----3. Uitgifte van aandelen geschiedt door de directie.-------
----4. Op verzoek van een aandeelhouder kunnen aandeelbewijzen- worden uitgegeven voor zijn aandelen. Aandeelbewijzen---------- worden getekend door of namens de directie.-------------------
----5. De levering van aandelen geschiedt, hetzij door de------ betekening van een akte van overdracht aan de vennootschap----- hetzij door een schriftelijke erkenning van de overdracht------ door de vennootschap, hetgeen slechts kan geschieden door------ een aantekening op het aandeelbewijs, indien aandeelbewijzen--- uitgegeven zijn.--
----6. Het vorig lid is ook van toepassing ingeval van toe- --- wijzing van aandelen bij de scheiding en deling van enige ge- - meenschap.--
----7. De vennootschap mag volgestorte aandelen in haar eigen-- kapitaal voor eigen rekening onder bezwarende titel verwerven-- tot een zodanig bedrag, dat tenminste een/vijfde gedeelte van-- het maatschappelijk kapitaal geplaatst blijft bij anderen dan-- de vennootschap zelf. De bevoegdheid tot zodanige verwerving--- berust bij de directie.---
----8. De vennootschap kan geen rechten ontlenen aan aandelen-- in haar eigen kapitaal. Zodanige aandelen zullen niet meetellen bij de berekening van het geplaatste kapitaal.----------------
------------------------------ BESTUUR ------------------------------
------------------------------ Artikel 6 ------------------------------
----1. Het bestuur van de vennootschap is opgedragen aan een- - directie, bestaande uit een of meer directeuren.---------------
----2. De directeuren worden door de algemene vergadering van-- aandeelhouders benoemd en kunnen te allen tijde door haar wor- den geschorst en ontslagen.-------------------------------------
----3. De vennootschap wordt in en buiten rechte vertegenwoor- digd door ieder van de directeuren, ook in geval van tegen- --- strijdig belang tussen de vennootschap en een of meer directeu- ren, hetzij in prive, hetzij qualitate qua.--------------------
----4. De directie is bevoegd om procuratiehouders aan te stel- len en regelt hun bevoegdheden en de wijze waarop zij de ven- nootschap zullen vertegenwoordigen en voor haar tekenen en in- het algemeen de voorwaarden van hun aanstelling.---------------
----5. De directie kan overeenkomsten als bedoeld in artikel--- 60 van het Wetboek van Koophandel van de Nederlandse Antillen-- aangaan, zonder voorafgaande machtiging van de algemene verga- dering van aandeelhouders.--------------------------------------
----6. Bij belet of ontstentenis van een of meer directeuren,-- berust het bestuur geheel bij de overblijvende directeuren of-- directeur.--
----7. Bij belet of ontstentenis van alle directeuren zal een-- persoon, jaarlijks aangewezen door de algemene vergadering van- aandeelhouders, met het bestuur van de vennootschap zijn------- belast.---

8. De directie mag alleen bezittingen van de vennootschap kopen of verkopen ingevolge een besluit genomen in een algemene vergadering van aandeelhouders met de stemmen voor een dergelijk besluit van aandeelhouders vertegenwoordigende tenminste drie/vierde gedeelte van het geplaatste kapitaal.

----------- <u>ALGEMENE VERGADERINGEN VAN AANDEELHOUDERS</u> ---------

-------------------------- <u>Artikel 7</u> ------------------

----1. Algemene vergaderingen van aandeelhouders worden gehouden op Curacao.--

----2. De jaarlijkse algemene vergadering van aandeelhouders---moet gehouden worden binnen negen maanden na afloop van het----boekjaar van de vennootschap.--------------------------------

----3. In genoemde vergadering:-------------------------------

a. zal de directie verslag uitbrengen over de gang van zaken---van de vennootschap en het gevoerde beheer gedurende het----afgelopen boekjaar;--

b. zal de balans en de winst- en verliesrekening worden vast- ---gesteld, na te zijn overgelegd tezamen met een toelichting,---waarin vermeld wordt naar welke maatstaf de roerende en-----onroerende zaken van de vennootschap zijn gewaardeerd;------

c. zal de persoon bedoeld in lid 7 van artikel 6 worden aan- ---gewezen;---

d. zullen die voorstellen worden behandeld, welke in de agenda---opgenomen in de oproeping voor de vergadering, zijn vermeld.

-------------------------- <u>Artikel 8</u> ------------------

----1. Algemene vergaderingen van aandeelhouders worden bijeengeroepen door middel van luchtpostbrieven aan het adres van----iedere aandeelhouder, zoals dit vermeld is in het aandeelhou- -dersregister.--

----2. De luchtpostbrieven zullen tenminste tien dagen voor de-dag van de vergadering worden verzonden. In dringende gevallen-kan die termijn worden verminderd tot vijf dagen, de dag van---verzending van de brieven aan aandeelhouders en die van de vergadering niet meegerekend.-------------------------------------

----3. De te behandelen onderwerpen moeten in de oproeping voor de vergadering worden vermeld of daarin moet worden meegedeeld-dat de aandeelhouders er ten kantore van de vennootschap kennis van kunnen nemen.---

----4. Algemene vergaderingen zullen worden voorgezeten door---een persoon die daartoe telkenmale door de vergadering zal-----worden aangewezen.--

----5. Alle besluiten van jaarlijkse en buitengewone algemene--vergaderingen van aandeelhouders zullen worden genomen met volstrekte meerderheid van stemmen, voorzover in deze statuten----niet anders is bepaald.--------------------------------------

----6. Aandeelhouders kunnen zich op een vergadering doen vertegenwoordigen door een schriftelijk of telegrafisch gevol- ---machtigde.--

----7. Directeuren en in het algemeen personen in dienst van---de vennootschap mogen niet als gemachtigden van aandeelhoudersoptreden in een algemene vergadering van aandeelhouders.

----8. Elk aandeel geeft recht op het uitbrengen van een stem.-

----9. Geldige stemmen kunnen ook worden uitgebracht voor de---aandelen van hen, aan wie, uit anderen hoofde dan als aandeelhouders van de vennootschap, door het te nemen besluit enig----recht jegens de vennootschap zou worden toegekend, of van hen,-die daardoor van enige verplichting jegens de vennootschap zouden worden ontslagen.---------------------------------------

---10. Voorstellen te doen door aandeelhouders voor onderwerpen te behandelen, zowel op jaarlijkse als op buitengewone algemene vergaderingen, kunnen alleen dan in behandeling worden genomen, indien zij zo tijdig en schriftelijk bij de directie zijn ingediend, dat zij met inachtneming van de voor de bijeenroeping--- van algemene vergaderingen vastgestelde termijn op de wijze---- als voor bijeenroeping bepaald kunnen worden aangekondigd.-----

---11. Indien het gehele geplaatste kapitaal ter algemene vergadering van aandeelhouders vertegenwoordigd is, kunnen geldige besluiten worden genomen, zelfs wanneer de voorschriften van de statuten omtrent oproeping, bekendmaking van de punten van behandeling of plaats van vergadering, niet of slechts ten dele-- in acht zijn genomen, mits deze besluiten met algemene stemmen- worden genomen.--

------------------------------ BOEKJAAR ---------------------

------------------------------ Artikel 9 --------------------

----1. Het boekjaar van de vennootschap loopt van een januari-- tot en met eenendertig december van ieder jaar.--------------

----2. Het eerste boekjaar van de vennootschap loopt van de---- aanvang van de vennootschap tot en met eenendertig december---- negentienhonderd tweeentachtig.------------------------------

---------------- BALANS EN WINST- EN VERLIESREKENING ---------

------------------------------ Artikel 10 ------------------

----1. Binnen acht maanden na afloop van het boekjaar zullen--- een balans en een winst- en verliesrekening, met de toelichting als genoemd in lid 3 van artikel 7, door de directie worden--- overgelegd aan de aandeelhouders.----------------------------

----2. De balans en de winst- en verliesrekening zullen door de jaarlijkse algemene vergadering van aandeelhouders worden vastgesteld.--

----3. De vaststelling van de balans en de winst- en verlies- - rekening strekt de directie tot acquit en decharge voor het---- gevoerde bestuur gedurende het desbetreffende boekjaar.--------

--------------------------- WINSTVERDELING -----------------

------------------------------ Artikel 11 ------------------

----1. De winst, waaronder is te verstaan de netto-winst ingevolge de winst- en verliesrekening, kan ter beoordeling van de- algemene vergadering van aandeelhouders worden gereserveerd of- als dividend uitgekeerd.-------------------------------------

----2. Indien en voorzover de winst van de vennootschap het---- toelaat, kan de directie besluiten tot uitkering van een of---- meer interimdividenden, als vooruitbetaling op het te verwachten dividend.---

----3. Indien blijkens de vastgestelde winst- en verliesrekening over enig jaar verlies geleden is, hetwelk niet uit een--- reserve bestreden of op andere wijze gedelgd wordt, geschiedt-- in volgende jaren winstuitkering niet voordat zodanig verlies-- weer is aangezuiverd.---------------------------------------

----- STATUTENWIJZIGING EN ONTBINDING VAN DE VENNOOTSCHAP -----

------------------------------ Artikel 12 ------------------

----1. Een besluit tot wijziging van de statuten of tot ontbinding van de vennootschap kan slechts genomen worden in een--- algemene vergadering van aandeelhouders, waarin tenminste drie/ vierde gedeelte van het geplaatste kapitaal vertegenwoordigd--- is.---

----2. Indien in die vergadering niet het vereiste kapitaal---- vertegenwoordigd is, wordt een tweede vergadering bijeengeroepen, te houden binnen twee maanden na de eerste, in welke tweede vergadering alsdan, ongeacht het vertegenwoordigde kapitaal, geldige besluiten over die onderwerpen kunnen worden genomen.--

----3. In geval van ontbinding van de vennootschap zal de li- -

quidatie geschieden onder zulke bepalingen als de algemene vergadering van aandeelhouders zal besluiten.--------------------

ARTICLES OF INCORPORATION

NAME AND DOMICILE

Article 1

1. The name of the company is: ROSKI CORPORATION N.V.
2. The company is established in Curacao.

PURPOSE

Article 2

1. The purpose of the company is:

a. to invest its assets in securities, including shares and other certificates of participation and bonds, as well as other claims for interestbearing debts however denominated and in any and all forms;

b. to acquire:

(i) revenues, derived from the alienation or leasing of the right to use copyrights, patents, designs, secret processes or formulae, trademarks and other analogous property;

(ii) royalties, including rentals, in respect of motion picture films or for the use of industrial, commercial or scientific equipment, as well as relating to the operation of a mine or a quarry or of any other natural resources and other immovable properties;

(iii) considerations paid for technical assistance.

c. to invest its assets directly or indirectly in real property, to acquire, own, hire, let, lease, rent, divide, drain, reclaim, develop, improve, cultivate, build on, sell or otherwise alienate, mortgage or otherwise encumber real property and to construct infrastructural works like roads, pipes and similar works on real estate.

2. The company is entitled to do all that may be useful or necessary for the attainment of its object or that is connected therewith in the widest sense, including the participation in any other venture or company.

DURATION

Article 3

The company is constituted for an indefinite period of time.

CAPITAL AND SHARES

Article 4

1. The authorized capital of the company amounts to thirty thousand United States Dollars (US$ 30,000.--) divided into thirty thousand (30,000) shares of one United States Dollar (US$ 1.--) each, of which six thousand (6,000) shares are subscribed for.

2. Fractional shares may be issued.

Article 5

1. The shares of stock are registered shares.

2. The Managing Board will make and keep a register of shareholders.

3. Shares are issued by the Managing Board.

4. On the request of a shareholder, share certificates may be issued for his shares. Share certificates shall be signed by or on behalf of the Managing Board.

5. The transfer of shares is effected either by serving a deed of conveyance upon the company, or by written acknowledgement of the transfer by the company, which latter can only take place by an annotation on the sharecertificate if sharecertificates have been issued.

6. The foregoing paragraph shall also apply in the case of an allocation resulting from a division and partition of any community.

7. The company may acquire for its own account for a valid consideration fully paid up shares in its own capital stock up to such an amount that at least one/fifth part of the authorized capital remains outstanding with others than the company itself. The authority to such acquisition is vested in the Managing Board.

8. The company may not derive any rights from its treasury shares. For the purpose of determining the issued capital such shares shall not be included as part of such capital.

MANAGEMENT

Article 6

1. The management of the company is commissioned to a Managing Board, consisting of one or more managing directors.

2. The managing directors are appointed by the general meeting of shareholders and may be suspended and removed by it at all times.

3. The company is represented at law and otherwise by any one of the managing directors, also in case of a conflict of interests between the company and one or more managing directors, either acting in private or ex officio.

4. The Managing Board is entitled to appoint attorneys-in-fact. It regulates their powers and the manner in which they will represent the company and sign for it and in general the conditions of their appointment.

5. The Managing Board is authorized to enter into such contracts as referred to in Article 60 of the Commercial Code of the Netherlands Antilles without previous authorization by the general meeting of shareholders.

6. In case one or more managing directors are prevented from or are incapable of acting as such, the management shall be left entirely to the remaining managing directors or remaining managing director.

7. In case all managing directors are prevented from or are incapable of acting as such, a person yearly appointed by the general meeting of shareholders will be in charge of the management of the company.

8. The Managing Board may only purchase or sell assets of the company pursuant to a resolution adopted in a general meeting of shareholders by affirmative vote of shareholders representing at least three/fourths of the issued capital.

GENERAL MEETING OF SHAREHOLDERS

Article 7

1. General meetings of shareholders shall be held on Curacao.

2. The annual general meeting of shareholders shall be held within nine months after the close of the company's financial year.

3. In said meeting:

a. the Managing Board shall render a report on the business of the company and the conduct of its affairs during the preceding financial year;

b. the balance sheet and the profit and loss account shall be determined, after having been submitted together with an explanatory statement, stating by which standards the movable and immovable property of the company have been appraised;

c. the person, referred to in article 6, paragraph 7, shall be appointed;

d. the proposals included in the agenda specified in the notice of the meeting shall be dealt with.

Article 8

1. General meetings of shareholders shall be convoked by means of airmail letters, mailed to the addresses of shareholders as stated in the register of shareholders.

2. The airmail letters shall be mailed not less than ten days prior to the date of the meeting. In urgent cases the term mentioned may be shortened to five days, not including the day upon which the letters to shareholders were mailed and excluding the day of the meeting.

3. The agenda for the meeting shall be specified in the notice of the meeting or it shall be stated that the shareholders may take cognizance thereof at the office of the company.

4. General meetings shall be presided over by a person designated each time thereto by the meeting.

5. All resolutions of annual and special general meetings of shareholders shall be taken by absolute majority of votes, except where otherwise provided by these articles of incorporation.

6. Shareholders may be represented at the meeting by proxy designated by letter or telegram.

7. Managing directors or in general persons employed by the company may not act as proxies of shareholders at a meeting.

8. One vote may be cast for each share.

9. Valid votes may also be cast for the shares of those

who (otherwise than as shareholders of the company) would acquire any right or be discharged from any obligation towards the company, by the resolution to be adopted.

10. Proposals of items for an agenda to be made by shareholders , either for the annual or for the special general meetings can only be dealt with if presented to the Managing Board in writing at such time that they can be announced within the period of time and in the manner prescribed for the convocation of general meeting.

11. However, when the entire issued share capital is represented at any general meeting of shareholders ,valid resolutions may be adopted, even when the provisions of these articles of incorporation with respect to convocation , specification of the agenda or place of the meeting have not or have only partially been observed , provided that such a resolution is unanimously adopted.

FINANCIAL YEAR

Article 9

1. The financial year of the company runs from January first up to and including December thirty-first of each year.

2. The first financial year of the company runs from the date of the company's incorporation until the thirty-first day of December nineteenhundred and eighty-two inclusive.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Article 10

1. Within eight months after the close of the company's financial year, the balance sheet and profit and loss account covering the preceding year, with the explanatory statement referred to in article 7, paragraph 3, shall be submitted to the shareholders by the Managing Board.

2. The balance sheet and profit and loss account shall be determined by the annual meeting of shareholders.

3. The determination of the balance sheet and profit and loss account shall acquit and discharge the Managing Board for its management during the relevant financial year.

DISTRIBUTION OF PROFITS

Article 11

1. The profit, by which is to be understood the net profit according to the profit and loss account, may be reserved or paid out as dividend, at the discretion of the general meeting of shareholders.

2. If and to the extent that the profits of the company permit same, the Managing Board may resolve to declare one or more interim-dividends as an advance payment of expected dividends.

3. In the event that the profit and loss account shows a loss for any given year, which loss cannot be covered by the reserves or compensated in another manner, no profit shall be distributed in any subsequent year, as long as the loss has not been recovered.

AMENDMENT OF THE ARTICLES OF INCORPORATION AND LIQUIDATION OF THE COMPANY

Article 12

1. Resolutions to amend the articles of incorporation or to dissolve the company may only be passed in a general meeting of shareholders at which at least three/fourths of the issued capital is represented.

2. If the required issued capital is not represented at said meeting, a second meeting shall be convoked, to be held within two months after the first one, at which second meeting valid resolutions may then be taken with respect to the foregoing, irrespective of the capital represented.

3. In the event of dissolution of the company, the liquidation shall take place under such provisions as the general meeting of shareholders shall determine.

I, Mrs. MARY JANE HELLMUND, a sworn translator, residing in Curacao, knowing the Dutch and English languages, do hereby certify that the foregoing is a true translation of the articles of incorporation of the limited liability company: ROSKI CORPORATION N.V. established in Curacao.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of office on this twenty-first day of January nineteenhundred and eighty-two.

STEEL HECTOR & DAVIS

SOUTHEAST FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

TELEPHONE

December 1, 1983

FILED

DEC 1 11 PM '83

SECRETARY OF STATE
MIAMI, FLORIDA

RECEIVED

DEC 1 10 PM '83

SECRETARY OF STATE
MIAMI, FLORIDA

Department of State
Corporations Division
2301 Ponce de Leon Boulevard
Suite 320
Coral Gables, FL 33134

Re: Roski Corporation, N.V.

Dear Sir:

Enclosed please find the 1983 Corporation Annual Report for Roski Corporation, N.V. for filing.

I have also enclosed a check in the amount of $25.00 to cover the filing fee and reinstatement fee.

Please acknowledge the filing of the report on the enclosed copy. Thank you for your assistance.

Sincerely,

Janet E. Perez,
Legal Assistant

Diss: 11/10/83
Reinst: 12/1/83

/jp
Enclosures
HAND DELIVERED

C. TAX
ASS 115
R. 10
C. OFF.
TOTAL 25
R. CHECK
BALANCE DUE
REFUND
PHOTO COPY

Name
Availability

LV

12/1/83
12/14/83

85272A

90 DAY NOTICE OF INTENT TO DISSOLVE

CORPORATION ANNUAL REPORT

1983

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

George Firestone
Secretary of State

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $10 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

852724
ROSKI CORPORATION, N.V.
% PRENTICE-HALL CORPORATION SYSTEM, INC.
300 EAST PARK AVE.
TALLAHASSEE, FL. 32301

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office
Street Address
City
State
Zip Code

3. Date Incorporated or Qualified To Do Business in Florida: 04/27/1982

4. Federal Employer Identification Number (FEIN):

5. Date of Last Report:

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1982

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
RAMIREZ, KLEVER ROSALES	P/D	AVE. LIBERATADOR,ED.ANT.	CARACAS, VENEZUELA
DE ROSALES,ILANA K.	V/S/T	AVE. LIBERATADOR,ED.ANT.	CARACAS, VENEZUELA
CURACAO CORP. CO. N.V.	D	HANDELSKADE 8 BOX 812	CURACAO, NETH. ANT.
DE ROSALES, ILANA K.	D	AVE. LIBERATADOR,ED.ANT.	CARACAS, VENEZUELA

006 3812 12/15/83

006 3812 12/15/83

Registered Agent Information

7. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM,
300 EAST PARK AVE.
TALLAHASSEE, FL. 32301

8. Name and Address of New Registered Agent
Name
Street Address (Do NOT Use P.O. Box Number)
City, State and Zip Code

9. Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

Such change was authorized by resolution duly adopted by its board of directors on

SIGNATURE
(Registered Agent Accepting Appointment)

DATE

$3.00 additional fee required for Registered Agent changes.

elp 12/1/83

10. IMPORTANT — THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES [ ] NO X

11. IMPORTANT — THIS SECTION MUST BE COMPLETED IF YES TO 10
Has said amendment been filed with this office?
YES [ ] NO [ ]

12. See signature instructions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath.

November 21, 1983

Name of Signer: Klever Rosales Ramirez

Title: President

Telephone: (305) 371-8001

CORPORATION ANNUAL REPORT 1984

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

FILED

JUN 29 11 32 AM '84

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of $10 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

852724

ROSKI CORPORATION
c/o PRENTICE-HALL CORPORATION SYSTEM, INC.
300 EAST PARK AVE.
TALLAHASSEE, FL 32301

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address

P.O. Box No.

City

State / Zip Code

3. Date Incorporated or Qualified to Do Business in Florida: 1/27/82

4. Federal Employer Identification Number: 59-2248803

5. Date of Last Report: 1983

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1983

Names of Officers and Directors	Title	Street Address of Each Officer and Director	City and State
KLEVER ROSALES	P/D	AVE. LIBERATADOR, ED. ANT.	CARACAS, VENEZUELA
ILANA K. DE ROSALES	V/S/T	AVE. LIBERATADOR, ED. ANT.	CARACAS, VENEZUELA
CURACO CORP. NV	D	HANDELSKADE 8 BOX 812	CURACAO, NETH. ANT.
ILANA K DE ROSALES	D	AVE. LIBERATADOR, ED. ANT.	CARACAS, VENEZUELA

Registered Agent Information

7. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
300 EAST PARK AVE.
TALLAHASSEE, FL 32301

8. Name and Address of New Registered Agent

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

Such change was authorized by resolution duly adopted by its board of directors on

SIGNATURE (Registered Agent Accepting Appointment) DATE

$10 (additional fee required if the Registered Agent changes)

Has the corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?

YES NO ✓

Has ... been filed with this office?

YES ☐ NO ☐

Name

Rafael Novelly
RAFAEL Novelly Gral Manager

Date

Telephone Number (305) 361-8001

CM 9 13

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
135 MADISON AVENUE
NEW YORK, NEW YORK 10016

212-481-4600

852724

WRITER'S DIRECT DIAL NUMBER
(212) 481-4621

March 11, 1986

PERSONAL - CONFIDENTIAL

FILED
1986 MAR 14 AM 9 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Teresa Hernandez, Section Supervisor
Alien Corporation Registration Department
Florida Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: ROSKI CORPORATION, N.V. -
Resignation by THE PRENTICE-HALL CORPORATION SYSTEM, INC. as Agent upon whom process may be served in Florida upon said Alien Corporation.

005 1251 3/14/86
005 1251 3/14/86

Dear Ms. Hernandez:

THE PRENTICE-HALL CORPORATION SYSTEM, INC., a Delaware corporation qualified as a foreign corporation in the State of Florida, hereby tenders its resignation as Agent upon whom process may be served in any action or litigation brought against ROSKI CORPORATION, N.V. as an Alien Corporation in the State of Florida. This Resignation Certificate is accompanied by our check in the amount of $3.00 representing the official fee payable to your office.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: [signature]
John F. Byrne, Jr., Vice-President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

SWORN TO BEFORE ME THIS 11TH DAY OF MARCH, 1986

[signature]
Notary Public

cc: F. Kealey
F. Damiano

TH