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Tallahassee, FL 32301
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Corporation(s) Name

Arbitrex Group, Inc. (5)

STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS
00 JUN -2 PM 11:30

- Profit
- Nonprofit
- Amendment
- Merger
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

h p 72

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.

DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
00 JUN -2 PM 1:30

- 1. Arbitrex Group, 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. Delaware
(State or country under the law of which it is incorporated)
- 3. Applied For
(FEI number, if applicable)
- 4. April 11, 2000
(Date of incorporation)
- 5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 3845 Kings Way
Boca Raton, FL 33434
(Current mailing address)

8. to buy, sell, arbitrage prices, match, finance and transport products throughout the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) world.

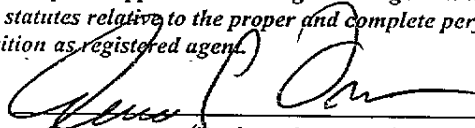
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Edward Frisch

Office Address: 3845 Kings Way
Boca Raton, Florida, 33434
(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.


(Registered agent's signature) Edward Frisch
President / R.A.

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)
FL019 - 9/2/99 C T System (inline)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Edward I. Frisch
Address: 3845 Kings Way
Boca Raton, FL 33434

Vice Chairman: _____
Address: _____

Director: Michael M. Kawai
Address: 3845 Kings Way
Boca Raton, FL 33434

Director: _____
Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Edward I. Frisch
Address: same as above

Vice President: _____
Address: _____

Secretary: Michael M. Kawai
Address: same as above

Treasurer: Michael M. Kawai
Address: same as above

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

13. See R.A. signature in Item 10
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

ARBITREX GROUP, INC.

Addendum to Item 12:

Assistant Secretary

Richard A. Wiley
c/o Hill & Barlow
One International Place
Boston, MA 02110

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARBITREX GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 PM 1:30



Edward J. Freel

Edward J. Freel, Secretary of State

3210282 8300

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AUTHENTICATION: 0373818

DATE: 04-11-00