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**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.*

1. Hoja De Cuero S.A.
(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. Costa Rica
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. Nov. 19, 1987
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. Apartado 2179-4050, San Pedro de Poas, Alajuela, Costa Rica
(Principal office address)
b. 38430 Timberlane Drive, Umatilla, FL 32784
(Current mailing address)
8. Investments
(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: Anna S. Rhodes
Office Address: 38430 Timberlane Dr.
Umatilla, FL, Florida 32784
(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.

Anna S. Rhodes
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William M. Rhodes, Jr.

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

Vice Chairman: Anna S. Rhodes

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

Director: William M. Rhodes III

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

Director: Robert P. Rhodes

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

B. OFFICERS

President: William M. Rhodes, Jr.

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

Vice President: _____

Address: _____

Secretary: Anna S. Rhodes

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

Treasurer: Anna S. Rhodes

Address: 38430 Timberlane Dr.
Umatilla, FL 32784

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

13. William M. Rhodes, Jr. Anna S. Rhodes
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William M. Rhodes, Jr. Anna S. Rhodes
(Typed or printed name and capacity of person signing application)



SEÑORES

REGISTRO PUBLICO.

SECCION MERCANTIL.

Presente,

Favor de extender certificación para efectos legales, mediante copias adjuntas, de las Inscripción con sus Estatutos y de las reformas o movimientos aplicados de la sociedad HOJA DE CUERO S.A. cédula jurídica 3-101-070889-18, Inscrita en Mercantil al tomo 413, folio 60 y asiento 58.-

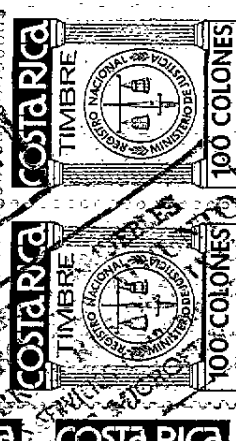
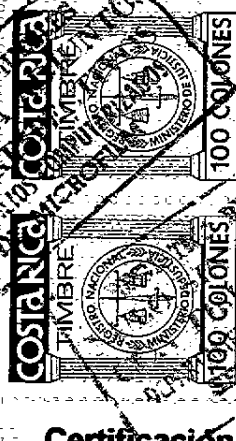
Reformas en:

San José, 10 de Abril del 2000.-

SECRETARÍA DE REGISTRO
TALAMON, JUAN CARLOS

00 JUN -2 2000 21

**REGISTRO NACIONAL
SAN JOSE, COSTA RICA**



Informe Registral

Certificación

No. De Finca: _____



Copia

Copia Certificada

Asiento: _____

Copia Sociedades

Copia Sociedades Certificadas

Nombre de la Sociedad: _____

No. Cédula Jurídica: _____

Movimiento: _____

**REGISTRO NACIONAL
SAN JOSE, COSTA RICA**

Importante:

No. _____

- 1) Se advierte que si lo solicitado no es retirado el mismo día, será destruido
- 2) Esta certificación se expide en forma inmediata.

Cualquier irregularidad que se le presente en éste trámite, le agradecemos acudir a la Defensoría del usuario.



*DIRECCION GENERAL
REGISTRO NACIONAL*

*Lic. Dagoberto Sibaja Morales
Subdirector General
REGISTRO NACIONAL*

Certifica que:

La firma que antecede del Lic. Enrique Rodríguez Morera, Director del Registro de Personas Jurídicas, es auténtica.
Se extiende la presente en la ciudad de San José, Costa Rica a los 08 días del mes de mayo del año 2000.

[Signature]
SUBDIRECTOR GENERAL



RECIBIDO
ALCALDIA DE SAN JOSE
COSTA RICA

00 JUN -2 PM 11:21

FILED

[Signature]

REPUBLICA DE COSTA RICA

MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor

Dagoberto Sibaja

Registro Nacional

ES AUTENTICA

10 MAY 2000

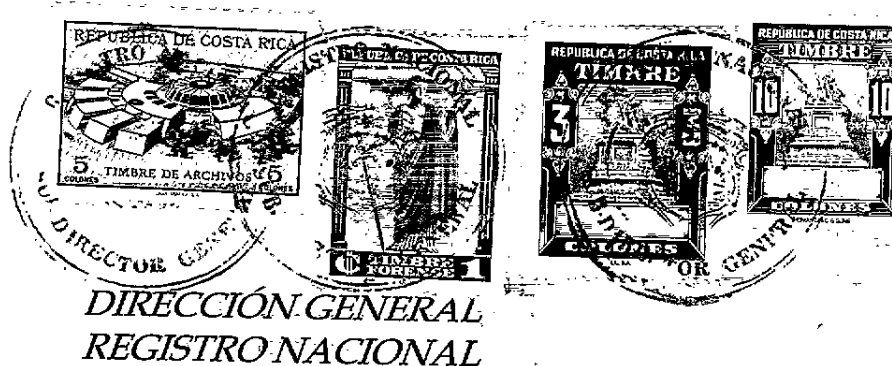
San José,

Esta autenticación no implica responsabilidad en cuanto
al contenido del documento.

Hannia Porras García
Hannia Porras García
Oficial de Autenticaciones

TIMBRE
Parques Nacionales

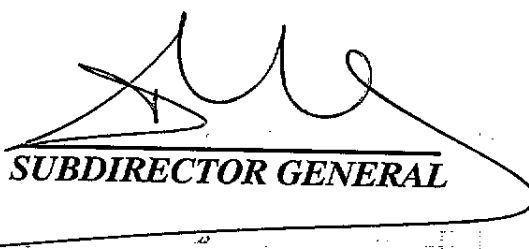




Lic. Dagoberto Sibaja Morales
Subdirector General
REGISTRO NACIONAL

Certifica que:

La firma que antecede del Lic. Guillermo Sandí Baltodano, Director del Registro de Bienes Inmuebles, es auténtica.
Se extiende la presente en la ciudad de San José, Costa Rica a los 08 días del mes de mayo del año 2000.


SUBDIRECTOR GENERAL



SECRETARÍA
TALAMBO, LLO

00 JUN -2 AM 11:


FILED

REPUBLICA DE COSTA RICA

MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor

Daroberto Silva
Registro Nacional

ES AUTENTICA

San José, 10 MAY 2000

Esta autenticación no implica responsabilidad en cuanto
al contenido del documento.

Hannia Poma García
Oficial de Autenticaciones





SEÑORES
REGISTRO PUBLICO.
SECCION MERCANTIL
Presente,



Favor de extender certificación para efectos legales, de la personería de la
compañía HOJA DE CUERO S.A. cédula jurídica 3-101-070889-18, inscrita al tomo 413, folio 60 y
asiento 58.-

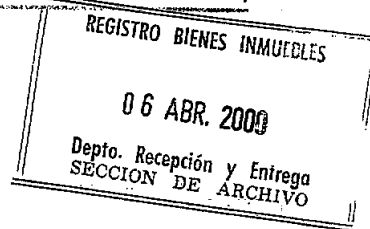
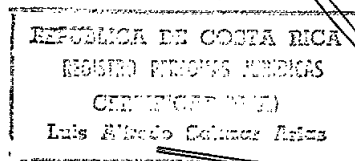
Verse además Tomo 656, Folio 214 y Asiento 218.
San José, de del 2000.

LUIS ALFREDO SALAZAR ARIAS

CERTIFICADOR DEL REGISTRO DE PERSONAS JURIDICAS

CERTIFICA

Que en la Sección Mercantil, a los folios 60 y 214, tomos 413 y 656, se
encuentran los asientos 58 y 218, según los cuales aparece WILLIAM MAKINLEY
RODHES JUNIOR, casado, estadounidense, agricultor, de Urbanización La Trini-
dad de la Cooperativa 200 sur y 75 este, Cédula jurídica 3-101-070889, a quien
como PRESIDENTE de HOJA DE CUERO SOCIEDAD ANONIMA, domiciliada en La Urbaniza-
ción antes dicha, cédula jurídica 3-101-070889, a quien corresponde la repre-
sentación judicial y extrajudicial, con facultades de apoderado generalísimo
sin límite de suma, según artículo 1253 del Código Civil.-
EXPIDO LA PRESENTE EN SAN JOSE, A LAS SIETE Y TREINTA HORAS DEL VEINTINUEVE
DE MARZO DEL DOS MIL.-Nota: Línea siete no se lea lo escrito entre parénte-
sis desde "Cédula", hasta "qui".-



Certificaciones
Número: 016250-00
Fecha: 27-03-00
Hora: 11:56:39



LIC. ENRIQUE RODRIGUEZ MOREIRA
DIRECTOR DE PERSONAS JURIDICAS
CERTIFICA:
Que la firma que antecede del Señor (a) Luis
Alfredo Salazar Arias
es auténtica, San José, a los 2 días del mes de
mayo 2000
Firma [Signature]



ZETTY BOU VALVERDE
NOTARY PUBLIC

Based in the Notaries Code of Costa Rica, rule number one hundred eight, under my responsibility I proceed to translate the attached documents, which are certified copies of the corporate bylaws as registered and current legal representative on the Costa Rican corporation **HOJA DE CUERO S.A.**, corporate number one-one cero one- cero seven cero eight eight nine:

DOCUMENT NUMBER ONE:

"Sirs - Public Register - Commercial Section - Present: Please issue certification for legal effects, of the legal representation on the corporation **HOJA DE CUERO S.A.**, corporate number 3-101-070889-18, registered at book 413, page 60 and entry 58. Read also book 656, page 214 and entry 218. San José of (sic.) 2000. *****

LUIS ALFREDO SALAZAR ARIAS - CERTIFICATOR OF THE ARTIFICIAL PERSONS REGISTER - CERTIFY - That in the Commercial Section, at pages 60 and 214, books 413 and 656, are entries 58 and 218, according to which **WILLIAM MAKINLEY RODHES JUNIOR**, of age, married, American, agriculturist, who lives in "Urbanización La Trinidad" from the "Cooperativa" 200 meters south and 75 east, is the legal representative of **HOJA DE CUERO S.A.** with address in the above mentioned location, corporate number 3-101-07889, to whom corresponds the legal representation, judicial and extra judicial, with full powers without restriction of amount, according to article number 1253 of the Civil Code. I ISSUE THIS IN SAN JOSE, AT SEVEN THIRTY HOURS OF MARCH TWENTY NINE, TWO THOUSAND. Original signature - Seal: Republic of Costa Rica - Artificial Persons Register Certifier: Luis Alfredo Salazar Arias - Seal: Real State Register - April 06, 2000 - Department of Reception and Delivery - Files Section - Certifications - Number: 016250-00 - Date: 27-03-00 - Time: 11:56:39" *****

SEAL: LIC. ENRIQUE RODRIGUEZ MORERA - DIRECTOR OF ARTIFICIAL PERSONS REGISTER CERTIFY: THAT THE WRITTEN SIGNATURE OF MISTER LUIS ALFREDO SALAZAR ARIAS, IS AUTHENTIC, SAN JOSE, MAY 2, 2000 - SIGNATURE - OFFICIAL SEAL. *****

GENERAL DIRECTORS OFFICE - NATIONAL REGISTER - LIC. DAGOBERTO SIBAJA MORALES - NATIONAL REGISTER - CERTIFY THAT: THE WRITTEN SIGNATURE FROM LIC. ENRIQUE RODRIGUEZ MORERA, DIRECTOR OF THE ARTIFICIAL PERSONS REGISTER, IS AUTHENTIC. ISSUED IN THE CITY OF SAN JOSE, COSTA RICA, MAY 8, 2000. SIGNATURE - GENERAL SUB DIRECTOR - OFFICIAL SEAL - *****



representation, judicial and extra judicial of the corporation with general powers without amount limitations. The Vice President also will have general powers without amount limitations but to sale corporate assets of sign obligations in the name of the corporation, such faculties are reserved exclusively for the President, according to what is established in article number one thousand fifty three of the Civil Code. He could substitute his powers in all or partially, revoke substitutions and do others again, with or without reserve of its exercise. NINTH: The Board of Directors will meet al least once a year in ordinary meeting in the month following the closing of the fiscal year, in the legal domicile and the quorum will be completed with two of its members. In the event of a temporal vacant in the Board of Directors, the remaining members will make a provisional designation, definitive vacancies will be fulfilled in the same way, but immediately a General Shareholders Assembly will be called to do the definitive designation. TENTH: Each year on September the thirtieth an inventory and balance will be executed, in this, the values of the assets will be given based in the price of the day, the non secure credits will be taken in the estimated value and in the inventory will not be included the non collectable credits. The dividends will be paid in proportion to the shares of each shareholder and in the same way the looses, if existent, will be distributed. ELEVENTH: a controller designated for all of the legal term, this position will be ruled by the dispositions of the Commerce Code, will execute the control of the corporation. TWELFTH: The Corporation will be terminated by any of the causes listed in article two hundred one of the Commerce Code and a liquidator designated by the General Assembly will perform the liquidation and he will have the faculties determined in the designation agreement. Reunited all the stockholders in General Assembly by unanimous vote take the following agreements, all of which are declared final: A. To have the corporation as definitively formed from the date above mentioned on. B. Do the following designations: President: the shareholder WILLIAM MACKINLEY RODHES JUNIOR, with the personal information above indicated, Vice President: the partner ALVIN CECIL LANIER, with the personal information given, Secretary: KENNETH LEON LANIER, with one last name due to his nationality, married three times, agriculturist, resident of Cassia Florida, Road forty four, United States of America passport number C eight nine six seven seven, visiting Costa Rica, in the same address of the former ones and Controller: SEIDY MONTERO VARGAS, of age, single, secretary, with the same address than the others, identity card number two-three hundred thirty three-five hundred eleven. The designated accept the positions and enter in exercise of their duties. THAT IS SHOWN in the public deed signed in "Alajuela", at seventeen hours on the second day of June ninety

00 JUN-2 11:21

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transcription presented to this Register, at eleven hours fifty-four minutes on August sixteen of this year under entry eleven thousand three hundred ninety three book three hundred eighty one of the Diary. "San José", September four, nineteen ninety."** *****

5- COMMERCIAL: 5 T (BOOK) 619 F (PAGE) 615 AS (ENTRY) 316 VICE PRESIDENT AND SECRETARY RESIGN AND NEW ONES ARE APPOINTED. THE POWER REGISTERED IN BOOK 555, PAGE 174, and ENTRY 204 IS REVOQUED; A NEW GENERAL POWER IS GIVEN. 6 T (BOOK) 656 F (PAGE) 214 AS (ENTRY) 218. CLAUSE SEVENTH IS REFORMED REGARDING THE ADMINISTRATION AND CLAUSE EIGHT IS ALSO REFORMED REGARDING THE LEGAL REPRESENTATION, CLAUSE TENTH LEGAL RESERVE, THIRTEENTH REGARDING THE RESIDENT AGENT. RESIDENT AGENT AND TREASURER ARE DESIGATED. *****

"The Notary to be mentioned inserts in his official book the minute that literally reads: "Minute number seven: General Stockholders Special Meeting of the corporation HOJA DE CUERO S.A. celebrated in the legal domicile at ten hours on February twenty one, nineteen ninety one. Being present all of the capital stock the previous notice procedure is omitted and by unanimous vote the following agreements are taken and declared final: FIRST: It is agreed to modify clauses number seventh, eighth and tenth of the corporate bylaws, to be read from now on: SEVENTH: The board of directors will be conformed by a President, a Secretary and a Treasurer, designated for all of the legal term. EIGHT: The President will have the legal representation of the corporation, judicial and extra judicial, with general power as regulated in article number one thousand fifty three of the Civil Code. The Treasurer will have same faculties but to sale, mortgage or pledge goods or rights of the corporation. They could substitute their power completely or partially, revoke substitutions and do others, with or without reserve on the execution, being able to act together or separated as far as the nature of their faculties permit such action. TENTH: Each year by the thirty of September an inventory and balance will be performed according to the prevailing accounting practice. In this the value of the assets will be taken by the price of the day, the non sure credits will be registered by their estimated value and the non recoverable credits will not be included in the inventory. Dividends will be paid to the shareholders in proportion to their stock participation and in the same way there will be distributed the looses, if existing. Before distribution of profits, a fifth percent should be deducted toward the constitution of a legal reserve fund up to complete twenty per cent of the capital stock, afterwards hundred per cent of the profits will be distributed. SECOND: In order to adjust the bylaws with law number seven thousand two hundred one dated October twenty nine, nineteen ninety it is agreed to modify the bylaws by adding a new clause that will read:

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3. F.M. / S.A. 70.889/ HOJA DE CUERO S.A. / COMMERCIAL T (BOOK) 413 F (PAGE) 60 AS (ENTRY) 58 CONSTITUTION / 2 T (BOOK) 517 F (PAGE) 192 AS (ENTRY) 206 VICEPRESIDENT RESIGNATION, NEW DESIGNATION, IT IS AGREED TO SEPARATE THE CONTROLLER FROM ITS POSITION AND A NEW ONE IS DESIGNATED. 3- T (BOOK) 555 F (PAGE) 174 AS (ENTRY) 204. A GENERAL POWER IS GIVEN. *****

-ENTRY 204- Mister JOSE JOAQUIN RODRIGUEZ TOLEDO, twice married, biologist, with address in "La Trinidad Alajuela" identity card number two-two hundred ten-five hundred forty five, said: That officially registers the minute that reads: General Stockholders Extraordinary Meeting of "HOJA DE CUERO S.A." celebrated in the legal corporate domicile at fourteen hours on December six, nineteen hundred eighty eight. Since the entire capital stock is represented, the legal notice is omitted, and by unanimous vote the following agreement is approved and declared final: SINGLE ARTICLE: It is agreed to confer full power of attorney to mister JOSE JOAQUIN RODRIGUEZ TOLEDO, twice married, biologist, a resident of Alajuela, identity card number two-two hundred ten-five hundred forty five, in the terms defined by article one thousand fifty three of the Civil Code, but, the general agent will not be able to sell, lease nor pledge corporate goods. Being present in this Assembly Mister RODRIGUEZ TOLEDO expressly accepts the power given to him. Since there are no more issues to discuss, the General Assembly is called to an end at sixteen hours on this same date. The notary gives faith based on the Minutes Book: that this minute is signed, that the agreements were reached by unanimous vote with the legal quorum. And that the corporation is registered in the Commercial Section Book four hundred thirteen, page sixty, entry fifty-eight. This is shown in the legal instrument signed in "Alajuela", before the Notary Alan Saborio Soto, at thirteen hours December seven, nineteen eighty eight. First official copy presented to the Register at ten hours forty minutes on December thirteen, past year, under entry nine thousand one hundred and seventy six, book three hundred sixty nine of the Diary. "San José", February ten, nineteen hundred eighty nine. Register fee paid". *****

4. F.M. / S.A. 70.889/ HOJA DE CUERO S.A. / COMMERCIAL T (BOOK) 413 F (PAGE) 60 AS (ENTRY) 58 CONSTITUTION / 2 T (BOOK) 517 F (PAGE) 192 AS (ENTRY) 206 VICEPRESIDENT RESIGNATION, NEW DESIGNATION, IT IS AGREED TO SEPARATE THE CONTROLLER FROM THE POSITION AND A NEW ONE IS DESIGNATED. 3- T (BOOK) 555 F (PAGE) 174 AS (ENTRY) 204. A GENERAL POWER IS GIVEN. 4- DATE: 26-09-90 CORPORATE CARD IS MICROFILMED. 5- COMMERCIAL: 5 T (BOOK) 619 F (PAGE) 615 AS (ENTRY) 316 VICE PRESIDENT AND SECRETARY

[Handwritten signature]



power without limitation in the amount but to sale mortgage or pledge corporate assets, or sign debts in the name of the corporation, to mister EDUARDO CHAVARRIA FERRARO, married once, entrepreneur, who lives in "Alajuela" from "Marista" School, one hundred meters north and one hundred meters west, identity card number two-two hundred ninety four-four hundred sixty four, who accepts the position. This is shown in two deeds signed in "Alajuela" at thirteen hours November fifteen of last year and seventeen hours of August twenty three of this year, both before the Public Notary Zetty Bou Valverde, according to the first official transcription presented to this Register at thirteen hours of November twenty three of last year and eleven hours of August twenty seven of this year, under entries fifteen thousand four hundred seventy eight, Book four hundred twenty five, and sixteen thousand two hundred eighty one Book four hundred thirty three. "San José" September two, nineteen ninety six."

SEAL: THE PUBLIC REGISTER OF REAL STATE CERTIFY: THAT: these copies are true and exact reproduction of the originals. It is conform, given in "Curridabat" at 10:45 hours on the 13th day of April 2000. Non-valid without the taxes and stamps paid in the attached request form. Signature. *****

SEAL: REPUBLIC OF COSTA RICA - PUBLIC REGISTER OF REAL STATE - CERTIFICATOR: GUILLERMO CORDERO CESPEDES. ****

SEAL: REAL STATE PUBLIC REGISTER, DEPARTMENT OF COMPUTARIZED SERVICES AND MICROFILM - COMMERCIAL CONSULT - AUTHENTIC COPY - ARTICLES 67 AND 68 - PUBLIC REGISTER REGULATIONS. *****

SEAL: LIC. GUILLERMO SANDI BALDODANO - GENERAL REGISTRATOR OF THE PUBLIC REGISTER - CERTIFY - THAT THE ABOVE WRITTEN SIGNATURE OF MISTER GUILLERMO CORDERO CESPEDES IS AUTHENTIC. "SAN JOSE" APRIL 28, 2000. SIGNATURE - GENERAL REGISTRATOR - *****

GENERAL DIRECTORS OFFICE - NATIONAL REGISTER - LIC. DAGOBERTO SIBAJA MORALES GENERAL SUB DIRECTOR OF THE PUBLIC REGISTER CERTIFIES THAT: THE ABOVE WRITTEN SIGNATURE OF LIC. GUILLERMO SANDI BALDODANO, DIRECTOR OF THE REAL STATE REGISTER, IS AUTHENTIC. ISSUED IN THE CITY OF SAN JOSE, COSTA RICA, ON MAY 8, 2000. SIGNATURE - GENERAL SUB DIRECTOR. OFFICIAL SEAL. *****

SEAL: REPUBLIC OF COSTA RICA - MINISTRY OF FOREIGN ISSUES AND CULT. THE WRITTEN SIGNATURE OF MISTER DAGOBERTO SIBAJA, NATIONAL REGISTER, IS AUTHENTIC. SAN JOSE, MAY 10, 2000. THIS AUTHENTICATION DOES NOT IMPLY

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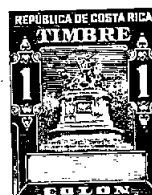
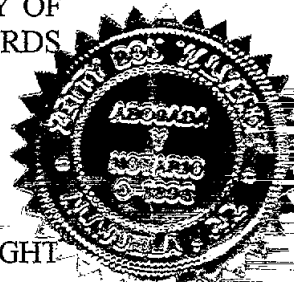


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RESPONSIBILITY REGARDING THE CONTENT OF THE
DOCUMENT. SIGNATURE, HANNIA PORRAS GARCIA,
AUTHENTICATIONS OFFICER. OFFICIAL SEAL. *****

I ISSUE THIS AS AN OFFICIAL TRANSLATION IN ALAJUELA ON
MAY NINETEEN TWO THOUSAND, AT REQUEST OF MISTER
WILLIAM MCKINLEY RHODES. I LEAVE A COMPLETE COPY OF
THE TRANSLATED DOCUMENTS IN MY NOTARIAL RECORDS
FILE.


ZETTY BOU VALVERDE
NOTARY PUBLIC
NUMBER ONE EIGHT NINE EIGHT



RESIGN AND NEW ONES ARE APPOINTED. THE POWER REGISTERED IN BOOK 555, PAGE 174, and ENTRY 204 IS REVOQUED; A NEW GENERAL POWER IS GIVEN.

(MARGINAL REFERENCE) ENTRY 316 / SEAL: MICROFILMED
Number 70889 / entry 5 / date October 30, 1990 / signature. *****

"The Notary to be mentioned inserts in his official book sections of the minute: "Minute number five: General Shareholders Special Meeting of HOJA DE CUERO S.A., celebrated in the legal domicile at fourteen hours on August sixteen nineteen ninety. Since all the capital stock is represented the previous notice procedure is omitted and by unanimous vote the following agreements are taken and declared final: ARTICLE FIRST: The resignations presented by the Vice president and the Secretary, Mister Todd Griffin and Mister Kenneth Leon Lanier are accepted and they are thanked for their given services. In substitution, the following designations are done: VICE PRESIDENT: Mister KENNETH LEON LANIER, married three times, agriculturalist, with residence in Florida, passport of his country number F cero four one seven cero eight five four two, with one last name due to his nationality, American, and SECRETARY: Mister ALEXANDER VINKO KRONEBER MARSIC, married once, agronomic engineer, neighbor of "La Uruca", residency card number four hundred twenty five-seventy six thousand two hundred seventy eight-seven hundred twenty two, who been present, accept the positions from now on. ARTICLE SECOND: It is agreed to revoke the power conferred to mister JOSE JOAQUIN RODRIGUEZ TOLEDO, married twice, biologist, neighbor of Alajuela, identity card number two-three hundred ten-five hundred forty five, registered in the Commercial Section book five hundred fifty five, page one hundred seventy four, entry two hundred four. ARTICLE THIRD: It is agreed to confer a general power without amount limit, but to sale, to mortgage, to pledge, or sign obligations in the name of the corporation, to mister ALEXANDER VINKO KRONEBER MARSIC, with the personal qualities above listed. The general agent, who is present, accepts the position from now on. ARTICLE FOURTH: Ms Zetty Bou Valverde is authorized to insert in her official book as Notary Public relevant sections of this minute. Since there are no more issues to discuss, the meeting ends at fifteen hours on the same day. "Alajuela", August sixteen, nineteen ninety. The Notary to be mentioned gives faith that the corporation was represented by the legal quorum, that the minute is duly signed by whom correspond, that the agreements were reached by unanimous vote, that the corporation is registered in the Commercial Section book three hundred thirteen, page sixty, entry fifty eight. This is taken from deed signed in Alajuela, at fifteen hours, on the sixteen day of August nineteen ninety, by the Notary Zetty Bou Valverde, first official



THIRTEENTH: The corporation will have a resident agent, that must be a lawyer with office open in the national territory who will have the authorization to receive administrative and judicial notifications in the name of the corporation. Such agent could be removed or his address changed by General Assembly agreement with no need to change the bylaws. THIRD: To occupy the position it is designated Zetty Bou Valverde, of age, attorney at law, married once, neighbor of "Alajuela", identity card number two-three hundred five-three hundred sixty seven, with office open to the public in Alajuela, central and second street, fifth avenue, this is, two hundred meters north and twenty five east from "Banco Popular". The attorney Zetty Bou Valverde accepts the position from now on. FOURTH: To occupy In the position of Treasurer is designated the former Vice president, Mister KENETH LEON LANIER, with one last name due to his nationality, of age, married three times, agriculturist, neighbor of Cassia, Florida, Road forty four, United States of America, American, with passport number P-forty one millions seven hundred and eight thousand five hundred and forty two. Mister Lanier accepts the position starting from this same moment. FIFTH: An authorization is given to the Notary Zetty Bou Valverde to insert in her official book this minute. With no more issues to discuss the session is terminated at eleven hours in the same date. The undersigned notary based in the personal view of the minute book of the corporation, gives faith that the present minute has been duly signed, that the agreements are final, that they were reached with the legal quorum and unanimous vote. Also give faith that the corporation is duly registered in the Register, Commercial Section book four hundred thirteen, page sixty, entry fifty eight, that it has identity corporate card number three-one hundred one- zero seventy thousand eight hundred eighty nine-eighteen. This is recorded in deed signed in "Alajuela" at twelve hours on February twenty one, nineteen ninety one, before the notary Zetty Bou Valverde, first official transcription presented to this Register at thirteen hours forty one minutes on the first day of March of this year, under entry five thousand seven hundred thirty seven, book three hundred twenty five of the Diary. The notice was published on March twenty, nineteen ninety-one. "San José", May tenth, nineteen ninety-one. Register fee: one hundred fifty "colones". *****

(MARGINAL REFERENCE: SEAL NUMER 70889 ENTRY 17, SEPTEMBER 10, 1996, SIGNATURE.) "Mister WILLIAM MCKINLEY RODHES JR. American citizen, married, resident of Florida, passport zero four three two six two six eight, acting as general representative with full powers without amount limitation of the corporation "HOJA DE CUERO SOCIEDAD ANONIMA", corporate number three-one hundred one-zero seventy thousand eight hundred eighty nine, registered in Book four hundred thirteen, Page sixty, Entry fifty eight, says: That he gives a general



eighty five, presented to this Register at ten hours, thirty nine minutes, one second, on June twenty of _____ the current year, under entry fourteen thousand eight hundred and thirty nine, book forty-eight of the Diary. The legal notice was published on July nine nineteen eighty-five. San José, July thirty first, nineteen eighty-five. Registration fee two hundred "colones". *****

-ENTRY 206 - 2. F.M. / S.A. 70.889/ HOJA DE CUERO S.A. / COMMERCIAL T (BOOK) 413 F (PAGE) 60 AS (ENTRY) 58 CONTITUTION / 2 T (BOOK) 517 F (PAGE) 192 AS (ENTRY) 206 VICEPRESIDENT RESIGNATION, NEW DESIGNATION, IT IS AGREED TO SEPARATE THE CONTROLLER FROM ITS POSITION AND A NEW ONE IS DESIGNATED. *****

Mister TODD MYERS GRIFFIN, single, agriculturist, who lives in the "Helechos de Poás" farm, "Sabana Redonda de Poás", American, passport zero four one six nine five nine three said: that duly authorized, proceeds to request the inclusion in the files of a notary public, of the minute that reads: "Minute number one: General Stockholders Extraordinary Meeting of "HOJA DE CUERO S.A." celebrated in the corporate domicile at seventeen hours on October twenty one, nineteen eighty seven. Since the entire capital stock is represented, the legal notice is omitted and by unanimous vote the following agreement is approved and declared final: ARTICLE FIRST: the Assembly receives the resignation of mister ALVIN CECIL LANIER to the position of vice president. It is accepted and in substitution they designate mister TODD MYERS GRIFFIN, with personal details above mentioned. They also agree to separate Miss ZEIDY MONTERO VARGAS from the position of controller and instead they appoint Mister SERGIO ANTONIO ALFARO BENAVIDES, married once, accountant, with the same address as TODD, identity card number two-three hundred eighty nine-seven hundred fifty seven, to fill the position. The nominees accept the positions from this day on. MYERS is authorized to officially register with a notary this minute. Since there are no more points to discuss, the meeting comes to an end at eighteen hours on this same day. The notary gives faith based on the Minutes Book: that this minute is signed, that the agreements were reached by unanimous vote with the legal quorum. And that the corporation is registered in the Commercial Section Book four hundred thirteen, page sixty, entry fifty-eight. This is shown in the legal instrument signed in "Alajuela", before the Notary Zetty Bou Valverde, at eighteen hours, November nineteen, nineteen eighty seven. First official copy presented to the Register at fourteen hours twenty-four minutes on December two, entry nineteen thousand two hundred and one, book three hundred sixty two. "San José", March two, nineteen hundred eighty eight. Register fee paid, one hundred forty "colones". *****



SEAL: REPUBLIC OF COSTA RICA - MINISTRY OF FOREIGN
ISSUES AND CULT - THE WRITTEN SIGNATURE OF MISTER
DAGOBERTO SIBAJA, NATIONAL REGISTER, IS AUTHENTIC. SAN
JOSE, MAY 10 2000. THIS AUTHENTICATION DOES NOT IMPLY
RESPONSIBILITY REGARDING THE CONTENTS OF THE
DOCUMENT. SIGNATURE HANNIA PORRAS GARCIA -
AUTHENTICATIONS OFFICER. *****

DOCUMENT NUMBER TWO: "Sirs - Public Register - Commercial
Section - Present. - Please certify for legal effects, the attached set of
photocopies, of the registration with bylaws and modifications or applied
changes on the corporation HOJA DE CUERO S.A., corporate number 3-
101-070889-18, registered in the Commercial Section book 413, page 60,
entry 58. San José, April 10, 2000. (Form page, blank with stamps and
seals) - ENTRY 58 -1. WILLIAM MCKINLEY RODHES JUNIOR, of
age, married once, agriculturist, neighbor of Eustis, Florida, one thousand
eleven Pine Meadows Drive, United States of America, passing by Costa
Rica, with address in "Urbanización La Trinidad Alajuela", from the
"Cooperativa" two hundred meters south and seventy five meters east and
ALVIN CECIL LANIER, of age, single, with address in "Urbanización La
Trinidad" two hundred meters south end seventy five east of "La
Cooperativa", pensioned investor, permit number one seven five seven four
four six one three six seven, SAID: That they have agreed to form a stock
company to be ruled by the applicable laws on the subject and also by the
following clauses: FIRST: It will be named **HOJA DE CUERO
INCORPORATED ASSOCIATION**, with the possibility to shorten the
last two words as S.A. SECOND: Its domicile will be in "Alajuela,
Urbanización La Trinidad" from the "Cooperativa" two hundred meters
south and seventy five east. THIRD: It will be dedicated to commerce,
industry, cattle raising, and agriculture in the most wide way and the that
effect it could celebrate all kinds of acts and contracts with partners and
external people. FOURTH: The capital stock will be the amount of
TWENTY THOUSAND "COLONES" represented by twenty common and
nominative shares of one thousand "colones" each, all of which should be
signed by the President and Secretary of the Board of Directors of the
corporation. Such shares are completely subscribed and paid in this act in
cash, as the Notary to be mentioned witness in a proportion of eighteen
shares the partner William McKinley Rodhes and two shares the partner
Cecil Lanier. FIFTH: the President or his substitute according to the
stipulations of the law will call The General Shareholders Assembly.
SIXTH: The legal term will be ninety nine years counted from the second
day of May ninety eighty five. SEVENTH: a President, a Vice President
and a Secretary, elected for all of the legal term, will integrate The Board
of Directors of the corporation. EIGHTH: The President will have the legal

