

F00000003545



ACCOUNT NO. : 072100000032

REFERENCE : 732970 4337356

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

MJH

ORDER DATE : June 15, 2000

ORDER TIME : 12:30 PM

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ORDER NO. : 732970-005

CUSTOMER NO: 4337356

CUSTOMER: Ms. Monica Branstetter
Hirson Wexler Perl And Stark
4685 Macarthur Court
Suite 400
Newport Beach, CA 92660

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 22 PM 2:57

FOREIGN FILINGS

NAME: SHIRANOR ENTERPRISES USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED
00 JUN 22 PM 2:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. SHIRANOR ENTERPRISES 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. California 3. 95-4641093
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. June 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. To commence upon receipt of proper authorization from State of Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 120 El Camino Drive Suite 206
Beverly Hills, Calif. 90212
(Current mailing address)

8. Expansion of business activity and product development/marketing
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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DIVISION OF CORPORATIONS
00 JUN 22 PM 2:57

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.

Corporation Service Company
By: [Signature]
(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Mark Rutstein

Address: 120 El Camino Drive, Suite 206, Beverly Hills, CA 90212

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Mark Rutstein

Address: 120 El Camino Drive, Suite 206, Beverly Hills, CA 90212

Vice President: _____

Address: _____

Secretary: Mark Rutstein

Address: Same As Above

Treasurer: Mark Rutstein

Address: Same As Above

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Rutstein President
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of June, 1997,

SHIRANOR ENTERPRISES USA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

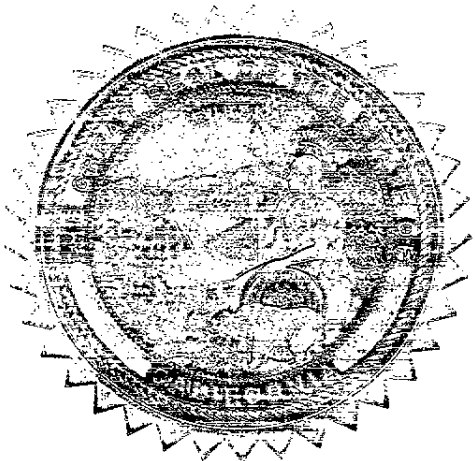
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

June 19, 2000



Bill Jones

Secretary of State