

F00000003552



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 740539 4321024

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 70.00

ORDER DATE : June 22, 2000

ORDER TIME : 12:44 PM

ORDER NO. : 740539-005

CUSTOMER NO: 4321024

CUSTOMER: Salomon B. Esquenazi, Esq
Rasco Reininger & Perez
Suite 700
5200 Blue Lagoon Drive
Miami, FL 33126

FOREIGN FILINGS

NAME: ASIA DIRECT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

MMH

500003301825--5

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 22 PM 3:09

RECEIVED

00 JUN 22 PM 3:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

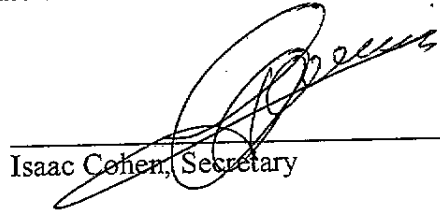
CERTIFICATE OF SECRETARY

Isaac Cohen, Secretary of Asia Direct Corporation, a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolutions of the Board of Directors of said corporation, adopted at a special meeting held on the 21st day of June, 2000.

RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name ASIA DIRECT INTERNATIONAL CORP. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.

Dated this 21st day of June, 2000.


Isaac Cohen, Secretary

**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. ASIA DIRECT CORPORATION
(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. State of Delaware 3. 65-1014859
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 7, 2000 5. Perpetual
(Date of incorporation) (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. 6065 N.W. 167th Street, Suite B7
Miami, FL 33015
(Current mailing address)

8. To engage in any lawful activity under the General Corporation Law of Delaware
(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: Miami Corporate Systems, LLC.
Office Address: 5200 Blue Lagoon Drive, Suite 700
Miami, Florida, 33126
(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.

Salman Esquivel (Registered agent's signature) *As VP.*

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)

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

Chairman: _____

Address: _____

Director: _____

~~XXXXXXXXXX~~

Carlos Sultan

Address: Calle Los Vegas, Edificio Bonaca, Piso 3, URB. La Trinidad

Caracas 1080 - Venezuela

Director: Simon Sultan

Address: Calle Los Vegas, Edificio Bonaca, Piso 3, URB. La Trinidad

Caracas 1080 - Venezuela

Director: Isaac Cohen

Address: 6065 N.W. 167th Street, Suite B7

Miami, FL 33015

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

President: Carlos Sultan

Address: Calle Los Vegas, Edificio Bonaca, Piso 3, URB. La Trinidad

Caracas 1080 - Venezuela

Vice President: _____

Address: _____

Secretary: Isaac Cohen

Address: 6065 N.W. 167th Street, Suite B7,

Miami, FL 33015

Treasurer: Simon Sultan

Address: Calle Los Vegas, Edificio Bonaca, Piso 3, URB. La Trinidad

Caracas 1080 - Venezuela

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. ISAAC COHEN - DIRECTOR
(Typed or printed name and capacity of person signing application)

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 "ASIA DIRECT CORPORATION" 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 TWENTY-FIRST DAY OF JUNE, A.D. 2000.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0512031

DATE: 06-21-00