

F00000005521



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 851173 4357730

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pzyto

ORDER DATE : October 3, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 851173-005

CUSTOMER NO: 4357730

500003412765--9

CUSTOMER: Ms. Patricia E. Harris
Steel, Hector & Davis
1900 Phillips Point West
777 S. Flagler Drive - Ste. 19
West Palm Beach, FL 334014307

FOREIGN FILINGS

NAME: FINEGROVE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

rk 10/3

FILED
OCT -3 PM 3:00
RECEIVED
OCT -3 PM 12:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

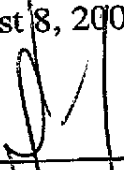
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BOARD OF DIRECTORS RESOLUTION

The board of directors of Finegrove Corporation, a British Virgin Islands corporation, authorized the corporation on August 8, 2000 to adopt the alternate name Finegrove USA Corporation to transact business in Florida.

The undersigned certifies that the board of directors adopted the corporate resolution shown above.

Date: August 8, 2000



Print Name: Yssuyuki Nakano
Print Title: President
by Nelson Slosbergas as attorney-in-fact

FILED
OCT - 3 PM 3:00
SECRETARY OF STATE
ALLAHSEE, FLORIDA

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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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. Finegrove Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY," "CORPORATION" 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. British Virgin Islands

(State or country under the law of which it is incorporated)

3. not applicable

(FEI number, if applicable)

4. May 17, 1993

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))

7. 501 Brickell Key Drive, Suite 400

Miami, FL 33131

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.

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

Nelson Slosbergas
501 Brickell Key Drive, Suite 400
Miami, FL 33131

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.

By: _____

Nelson Slosbergas

by Nelson Slosbergas as attorney-in-fact

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.

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Yssuyuki Nakano
501 Brickell Key Drive, Suite 400
Miami FL 33131

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00 OCT -3 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

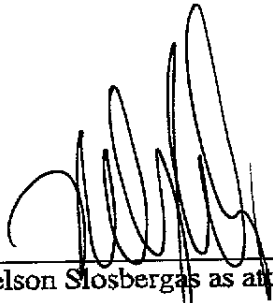
B. OFFICERS

PRESIDENT Yssuyuki Nakano
501 Brickell Key Drive, Suite 400
Miami FL 33131

SECRETARY Yssuyuki Nakano
501 Brickell Key Drive, Suite 400
Miami FL 33131

TREASURER Yssuyuki Nakano
501 Brickell Key Drive, Suite 400
Miami FL 33131

13. Signature of an officer listed in item 12:

By: 
by Nelson Slosbergas as attorney-in-fact
Name: Yssuyuki Nakano
Title: President
Date: August 8, 2000

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

No. 85751

FINEGROVE CORPORATION

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 17th day of May, 1993 as Company No. 85751 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN
CLERK CIRCUIT COURT

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 27th day of June, 2000

CRTI0042A

REGISTRAR OF COMPANIES

00R443170 2000 SEP 13 15:07