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(Address)

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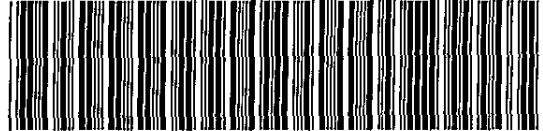
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 191282 4320916

AUTHORIZATION :

COST LIMIT : \$ 70.00

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ORDER DATE : August 1, 2003

ORDER TIME : 12:14 PM

ORDER NO. : 191282-010

CUSTOMER NO: 4320916

CUSTOMER: Marty Pomerance, Paralegal
Dorsey & Whitney L.l.p.
250 Park Avenue

New York, NY 10177

FOREIGN FILINGS

NAME: PACIFIC INTERNATIONAL
SECURITIES (U.S.) 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: Susie Knight -- EXT# 1156

EXAMINER: _____

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. Pacific International Securities (U.S.) 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. British Columbia 3. Not applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 13, 2003 5. Perpetual
(Date of incorporation) (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. 1900-666 Burrard Street, Vancouver, British Columbia, V6C 3N1
(Principal office address)
- 1900-666 Burrard Street, Vancouver, British Columbia, V6C 3N1
(Current mailing address)

8. registered broker/dealer To engage in any act or activity for which corporations may be organized
(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
(City) (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.

Corporation Service Company

By: 

(Registered agent's signature)

Assistant Vice President

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

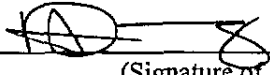
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David Andrew Murray, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

List of Officers

Name: Wendel Miles Zerb **Title:** President
Addr.: 7949 Patterson Avenue, Burnaby, BC V5J 3P7

Name: Richard William Thomas **Title:** Vice Pres/ Secretary
Addr.: 3455 Emerald Drive, West Vancouver, BC V7R 3B6

Name: David Andrew Murray **Title:** Vice Pres/CFO
Addr.: 303-2490 Stephens St., Vancouver, BC V6K 3W9

Name: James Peter Defer **Title:** Vice President
Addr.: 959 Devon Road, North Vancouver, BC V7R 1V8

List of Directors

Name: Wendel Miles Zerb **Term:** Sep 30, 2004
Addr.: 7949 Patterson Avenue, Burnaby, BC V5J 3P7

Name: Richard William Thomas **Term:** Sep 30, 2004
Addr.: 3455 Emerald Drive, West Vancouver, BC V7R 3B6

Name: David Andrew Murray **Term:** Sep 30, 2004
Addr.: 303-2490 Stephens St., Vancouver, BC V6K 3W9

Name: James Peter Defer **Term:** Sep 30, 2004
Addr.: 959 Devon Road, North Vancouver, BC V7R 1V8

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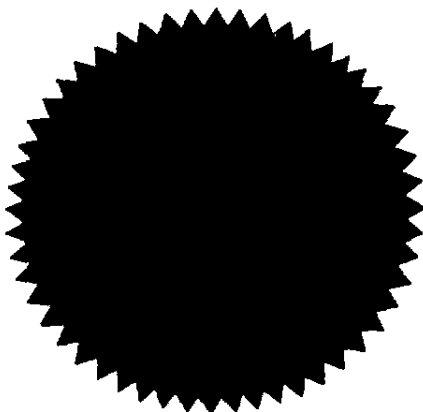
CERTIFICATE OF GOOD STANDING

COMPANY ACT

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I Hereby Certify that **PACIFIC INTERNATIONAL SECURITIES (U.S.) INC.**, a company duly incorporated under the laws of the Province of British Columbia is, according to the records of this office, an existing company and is, with respect to filing of returns, in good standing.

*Issued under my hand at Victoria, British Columbia,
on August 1, 2003*



JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA