

F04000002271

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(City/State/Zip/Phone #)

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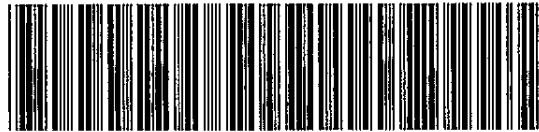
(Business Entity Name)

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CORPORATIONS
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 581706 4320916

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : April 21, 2004

ORDER TIME : 10:01 AM

ORDER NO. : 581706-025

CUSTOMER NO: 4320916

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

New York, NY 10177

FOREIGN FILINGS

NAME: SOJITZ CORPORATION OF AMERICA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

Handwritten notes and stamps:
APR 22 2004
FBI
NEW YORK
04 APR 22 2004

**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. SOJITZ CORPORATION OF AMERICA

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York

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

3. 13-5606694

(FEI number, if applicable)

4. 01/23/1952

(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. 1211 Avenue of the Americas, New York, NY 10036

(Principal office address)

1211 Avenue of the Americas, New York, NY 10036

(Current mailing address)

8. International Trade

(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

(City)

, Florida 32301

(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.

Ann R. Shilling
(Registered agent's signature)

Ann R. Shilling, Asst. V.P.

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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 Director or Officer listed in number 12 of the application)

14. Ryutaro Hirai, Secretary
(Typed or printed name and capacity of person signing application)

Sojitz Corporation of America Directors/Officers/Offices (as of 4/15/2004)

Directors

<u>Name</u>	<u>Position in Sojitz Corporation</u>
Akio Dobashi	President and CEO/Representative Director
Yutaka Kase	Senior Managing Executive Officer, Overseas Operation/Representative Director
Kazuo Sekikawa	Senior Managing Executive Officer, President & CEO for the Americas
Takashi Tsukada	Executive Officer, CFO for the Americas (New York)

Officers

<u>Name</u>	<u>Office</u>
Kazuo Sekikawa	President and Chief Executive Officer
Takashi Tsukada	Executive Vice President, Chief Financial Officer and Treasurer
Kazuo Shimura	Senior Vice President
Yasunori Takagi	Senior Vice President
Masaki Miyamoto	Senior Vice President
Yuichi Takeuchi	Senior Vice President
Ryutaro Hirai	Secretary
Hideo Miyauchi	Assistant Treasurer
Seiichi Tanaka	Assistant Treasurer

The address of each officers and directors is:

1211 Avenue of the Americas
New York, NY 10036
212-704-6500

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of SOJITZ CORPORATION OF AMERICA was filed on 01/23/1952, under the name of NICHIMEN CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NICHIMEN CO., INC., changing its name to NICHIMEN AMERICA INC., was filed 06/15/1982.

A Certificate of Amendment NICHIMEN AMERICA INC., changing its name to SOJITZ CORPORATION OF AMERICA, was filed 03/25/2004.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of April
two thousand and four.*

Secretary of State