

JAN-11 2005 (MON) 11:05
Division of Corporations

National Corporate Research (FAX) 43

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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

MINERVA USA, INC.

2005 JAN 11 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]

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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. MINERVA USA, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. NEW JERSEY 3. 22-3409080
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/25/1995 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. 2200 Fletcher Avenue 5th Fl, Fort Lee, NJ 07024
(Principal office address)
- Same as #7
(Current mailing address)
8. any lawful purpose
(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: National Corporate Research, Ltd., Inc.
Office Address: 103 North Meridian 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.


(Registered agent's signature)

Karen McKeown, Asst. Secretary

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:

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A. DIRECTORSChairman: Alain CruanesAddress: 2200 Fletcher Avenue 5th Fl, Fort Lee, NJ 07024

Vice Chairman: _____

Address: _____

Director: Alain CruanesAddress: 2200 Fletcher Avenue 5th Fl, Fort Lee NJ 07024

Director: _____

Address: _____

B. OFFICERSPresident: Alain CruanesAddress: 2200 Fletcher Avenue, 5th Fl, Fort Lee, NJ 07024

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Alain Cruanes, President

(Typed or printed name and capacity of person signing application)

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MINERVA USA, INC.
100646312

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on November 22, 1995.

As of the date of this certificate, said business continues as an active business in the State of New Jersey. Annual Reports are outstanding for the following year(s):
1998

I further certify that the registered agent and registered office are:

*Alain Cruanes
2125 Center Avenue
Suite 505
Fort Lee, NJ 07024 0000*

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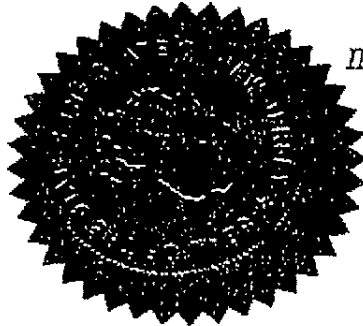
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

MINERVA USA, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
7th day of January, 2005

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer

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TALLAHASSEE, FLORIDA

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