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CIVISION OF LAW COMMING

MAIL TO: P.O. flox \$828 TAITAHASSEE, FL 32314

ACCOUNT NO. 1 0721000000032

REFERENCE : 406711

46568

THORIZATION: Patricia Prints AUTHORIZATION :

ORDER DATE : June 10, 1994

ORDER TIME : 1:24 PM

ORDER NO. : 406711

CUSTOMER NO:

4656A

CUSTOMER: Esther J. Forbes, Legal Asst

Greenberg Traucia Hoffman

P. O. Box 12890

Miami, FL 33101-2890

FOREIGN FILINGS

NAME:

ELECTRONIC & INDUSTRIAL

ENTERPRISES INC.

XX PROFIT NON PROFIT

LIMITED PARTNERSHIP

XX QUALIFICATION

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED ONLY

AA 12 FLAIN STAMPED COFY

CERTIFICATE OF GOOD STANDING

a NTACT PERSON: Suborah A. Schroden



### FLORIDA DEPARTMENT OF STATE Jim Smith becoming of State

June 10, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: ELECTRONIC & INDUSTRIAL ENTERPRISES INC.

Ref. Number: W94000012988

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We have received your document for ELECTRONIC & INDUSTRIAL ENTERPRISES INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that ELECTRONIC & INDUSTRIAL ENTERPRISES INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue Indicates January 1, 1990, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2661.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris Corporate Specialist

Letter Number: 194A00027450



September 13, 1994

CIS/WALK-IN

TALLAHASSEE, FI.

SUBJECT: ELECTRONIC & INDUSTRIAL ENTERPRISES INC.

Ref. Number: W94000012988

SICILY PARTS OF STATE

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for ELECTRONIC & INDUSTRIAL ENTERPRISES INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1990. You were notified by letter dated June 10, 1994, that because of fallure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2661.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a revormaffidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris Corporate Specialist

Letter No. 094A00041155

Enclosure

#### AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Takehisa Yoshikawa, who being by me first duly sworn, on oath deposes and says as follows:

1. Each of the following corporations is the owner of an undivided interest in a single piece of real property located in Florida (the "Property"):

Royal Medow Golf Club, Inc. - I.D. 98-0109443 Kimitsu Golf Club, Inc. - I.D. 98-0109204 Electronic & Industrial Enterprises, Inc. - I.D. 98-0109561 Tor Japan, Inc. - I.D. 98-0109245 General Lease Co. - I.D. 98-0111240 Sanyo General Capital Co. - I.D. 98-0109027 Southern Pacific Club Corporation - I.D. 98-0111241 Hirado Golf Club, Inc. - I.D. 98-0109440

- 2. I am the overseas department manager for the EIE-international Corporation, which corporation represents the above-listed corportions.
- 3. The Property in question has been leased for a 10-year period to another entity. This other entity has contracted with a management company for the operation of the Property.
- 4. Other than owning a single piece of property in Florida and entering into an isolated long-term lease of the real property, these corporations have no other connection to Florida
- 5. The corporations are not involved in the operation of the Property nor do they maintain any business or employees in Florida nor own any other property in Florida sufficient to warrant them to qualify to do business in Florida.

Dated: Nuclinber 23rd 94

By:
Print Name: TAKEHISA YOUTKAWA
Title: MWAGER

STATE OF FLORIDA )
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 25 colors of November, 1994 by TAKEHISA YOSHIKAWA on behalf of the above-referenced corporations. He personally appeared before me, is personally known to me or produced Japaness as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Ou Print Name:
Notary Public, State of
My commission expires:

OFFICIAL NOTARY SEAL DOUGLAS R THORNBURG NCTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC199141 MY COMMISSION EXP. MAY 6,1996

# 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:

۱.	Electronic & Ind (Name of corporation: must abbreviations of like import is or partnership if not so conta	ustrial En include the word n language as wi ined in the name	terpris INCORPO Il closdy ind at present	os Inc. HATED", "CON icate that it is .)	/PANY","CORPOR a corporation inst	RATION or wo	rds or at person
	Japan State or country under the la						
	August 14, 19 (Date of Incorporation (*) Date of Qual (Date first transacted business			1 1			
7,	(Date first transacted business Sukiyabashi I	Ridg., 5-1- ku, Tokyo (Current mailing)				M-1- 74	, - <b>č</b> !-
3.	Sale and Proc						
}.	Name and street add	c.i.s.					
	Office Address: _				, Florida , .	32301	
•	Pagistared agent's	accentance:				(Zip Code)	

Registered agent's acceptance:

E.I.E KARUSRIKI KAISHA

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) Gill Shelby, As Agent for Corporation Information Services, Inc.

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.

<sup>(\*)</sup>Voluntarily qualifying - corporation does not believe it is transacting business.

### A. DIRECTORS

В.

Chairman: Harunori Takahashi Address: 4-7-1, Yakumo, Meguro-ku, Tokyo Director Vice-Chairman: Hirokazu Kasai Address: 2-18-16, Shinohara-kita, Kohoku-ku Yokohama-shi, Kanagawa Prefecture Director: Yuklo Takahashi Address: 5-8, Moogino, Midori-ku Yokohama-shi, Kanagawa Profecture Director: Noboru Yoshida Address: 3-17-19, Edakita, Midori-ku Yokohama-shi, Kanagawa Prefecture **OFFICERS** President: Hirokazu Kasai Address: 2-18-16, Shinohara-kita, Kohoku-ku Yokohama-shi, Kanagawa Prefecture Vice President: \_\_\_\_\_ Address: \_\_\_\_\_ Secretary: Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

Treasurer:

13. Muhine Cusice

Address:

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Hirokazu Kasai/President & Representative Director (Typed or printed name and capacity of person signing application)

### - Addendum -

Director: Iwao Kitani

Address: 2-10-1, Shinkoiwa, Katsushika-ku, Tokyo

Director: Hiroyoshi Tsumoto

Address: 3-31-14, Minami-magomo, Ota-ku, Tokyo

Director: Tetsuo Nakamura

Address: 1-22-16, Asahi, Kawaguchi-shi

Saitama Profecture

MOHESTO NT 1- RYP S6

# CERTIFICATE OF TRANSLATION

	Before me, Stephen A. Edson Co	nsul
o£ 1	the United States of America, in and for Tokyo, Ja	pan,
du1)	commissioned and qualified, personally appeared  Koji YOSHIDA , who, being duly swor	n,
dopo	ses and says:	
	That my name is KOJI YORHIDA;	
	That my address is 50-/ NAAK-CHO, TOTBUKA-KU	
	YOKOHAMA, VAPAN	
	That I know well both the English and Japanese	
	languages;	S
	That I translated the attached Japanese language	Si Si
	document into the English language;	1-1
	That the attached English language translation	The S
	is a true and correct translation of the	ج. ان ج. ان
	attached Japanese language document to the	3
	best of my knowledge and belief;	
	And further deponent saith not.	
	Chyoshiace	
	SUBSCRIBED AND SWORN TO before me	this
	18th day of May, A.D.	1091

donsul of the United States of America

GCS-77 TKY 1/79

### Cartificated Copy of Corporate Register

Company Name:

E. I. E kabushiki Kaisha

Head Office :

Sukiyabashi Bullding

1-7. Ginza 5, Chuo-ku, Tokyo

Method of Public Notice:

Displayed in "Nihon Keizal Shinbun" distributed in Tokyo Metropolitan area

Par Value of Bach Share:

Fifty (50) Yen

Total Number of Shares authorized to be Issued:

-Twenty-MIIIIon-(20,000,000)-shares Fourty MIIIIon (40,000,000) shares

 Changed on March 27, 1992/ Registered on April 2, 1992

Total Number of Shares already Issued

Seven-MI-H-lon-Four-Hundred-and-Thirty-Eight-Thousand-Two-Hundred-(7,438,300)—shareo-Eight-Mi-H-lon-Nine-Hundred-and-Twenty-Five-Thousaid-Eight-Hundred-Four-ty-(8,025,840)—chareo-Eight-Ten Million Seven Hundred and Eleven Thousand Eight (10,711,008) shares

 Changed on August 18, 1989 / Registered on August 19, 1989
 Changed on February 18, 1991 / Registered on February 19, 1991

Total Amount of Capital:

One Billion Eight Hundred and Fifty Three Million
Two Hundred and Fifty Thousand (1,853,250,000) Yen

ယ

Establishment of the

August 14, 1948

Company

E. I. E Kabushiki Kalsha

### Corporation Purpose:

- 1. Leport and Export. Sale and Production of Following Products:
  Magnetic Tape. Magnetic Sheet. Electrical and Industrial Tape, Insulator,
  Recorder. Television. Hardware and Software of Computer and Products
  related to the above Products
- 2. Import, Sale and Consultant of Airpiane, Machinery (for Agriculture, Civil Engineering, Construction and Office Work), Parts of above items and Daily Necessities
- 3. Maintenance of Machinery related to the above items
- 4. Agent of Foreign Business Company in Japan
- 5. Insurance Agent under Non-life Insurance Law and Compulsory Automobile Liability Insurance Law Canvass of Life Insurance
- 6. Processing, Copy and Sale of Magnetic Tape
- 7. Purchase and Sale, Brokerage and Lease of Real Estate
- 8. Investment in Securities
- O. Purchase and Sale, and Brokerage of Golf Membership
- 10. All business related to the above business

- Changed on March 30, 1994 / Registered on April 7, 1994 55 183 -6 87 5:33

E. I. E. Kabushiki Kalsha

Head Office:

Sukiyabashi Bullding 1–7. Ginza S. Chuo-ku. Tokyo

### Matters concerning Directors:

Director	Harvnori Takahashi	
Director	Hirokazu Kasal	
Director	Yukio Takahashi	
Director	Konj II naha-	
	- Resigned on March 30, 1004 /	
	Registered on April 7, 1994	
Director	Noboru Yoshida	
Director	Iwao Kilani	
Director	Kenlohl-Murso	Ś
	- Resigned on March 30, 1994 /	.55
	Registered on April 7, 1904	JAN -4
Director	Tetsuo Nakamura	7.5
Ptrector	Shigabiko-Tanaka	
	- Resigned on July 0, 1993 /	
	Registered on July 20, 1903	7.2m
-Di-roctor	Kazu-Mor-I-	က်
•	- Resigned on March 30, 1004 /	ĆŲ
	- Registered on April 7, 1994	ယ
Representative Director	Hirokazu Kasai	•.
	18-16, Shinohara-kita 2. Kohoku-ku, Yokohama-sh	r1
Auditor	Toru Saito	
Auditor	Kenzo Kasal	
	- The above thirteen (13) members were	
	re-elected on March 30, 1993 /	
	Registered on April 1, 1993	
-Aud-tor	—Yuk-lhanu—Anakawa	
	- Elected on March 30, 1003 /	
	Registered on April 1, 1093	
	<ul> <li>Resigned on March 30, 1994 /</li> </ul>	
	Registered on April 7, 1994	
Director	Hiroyoshi Tsumoto	
	- Elected on March 30, 1904 /	
	Registered on April 7, 1994	

E. I. E Kabushiki Kaisha

Head Office:

Suklyabashi Bullding 1-7, Ginza 5, Chuo-ku, Tokyo

Matters concerning Directors:

Aud-Hor----Kentcht-Murao-

Auditor

Miklo Oba

- The above two (2) members were elected on March 30, 1994 / Registered on April 7, 1804

95 Jan -4 24 9: 33

E. I. E Kabushiki Kalsha

Other Matters:

- Provisions concerning limitations on the transfer of shares
   Transfer-of-the-company-6-chare-requires-approvat-of-the-Board-of-Directors
  - Agreed on June 11, 1976 / Registered on July 7, 1076
    Abolished on March 24, 1983 / Registered on March 31, 1083
- Name and Address of Transfer Agent 7-1. Kyobashi 1. Chuo-ku, Tokyo

The Chuo Trust And Banking Co., Ltd., Head Office

 Agreed on March 26, 1986 / Registered on April 4, 1986

One unit of shares: 1,000 Shares
- Agreed on March 25, 1986
Registered on April 4, 1986

DIVISIDITARY OF STATE STATE OF STATE OF

E. I. E. Kabushiki Kaisha

### Branch:

- 1. 3-41-Minami-cho-3.-Odawara-shir-Kanagawa-Profucture.
- 1 Bstablished on September 2, 1975 / Registered on September 2, 1975
- 2 Batablished on September 6, 1970 / Registered on September 13, 1976
- 1 Winded up on June 12, 1978 / Registered on June 12, 1978
- 2 Winded up on June 12, 1978 / Registered on July 12, 1978

This is a transcript of the register.

May 9, 1904 Tokyo Legal Affairs Bureau Registrar: Kiyohiko Naito

SECRETARY OF STATE OF

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