

F95000001858
LAMBERTUS & LAMBERTUS, P.A.
ATTORNEYS AT LAW

ARTHUR W. LAMBERTUS
CHRISTINE L. LAMBERTUS*

*FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

SUITE 604 BARNETT BANK TOWER
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (305) 772-1680
TELECOPIER (305) 772-1922

By Federal Express

April 13, 1995

Mr. Hart Collins
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900001460159
-04/19/95--01050--001
*****70.00 *****70.00
900001460159
-04/19/95--01050--002
***7101.25 ***7101.25

Re: Ulsten Investments, N.V.

Dear Mr. Collins:

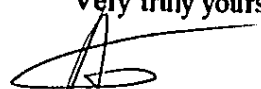
You may recall you assisted us with computation of the charter tax on the captioned corporation; therefore, we would appreciate your assistance in having the captioned corporation reinstated to transact business in Florida. Enclosed are the following:

1. State Transmittal Letter which we have completed
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, executed by me as Registered Agent and Kathleen M. Fairbanks, as Agent for the President of Ulsten
3. An original Certificate of Good Standing issued by Curacao, Netherlands Antilles
4. Florida Department of State form for determining charter tax due, which has been completed by Ulsten Investments, N.V.
5. My Trust Account check in the amount of \$7101.25 representing the following:

Charter tax	\$1,100.00
Reinstatement fee	\$6,001.25

Please acknowledge reinstatement of this foreign corporation.

Very truly yours,


Arthur W. Lambertus

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 2:46

Jan. 25 95 12101 5000 5474315 Series

P. 3

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: ULSTEN INVESTMENTS, N.V.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ARTHUR W. LAMBERTUS, ESQ.
(Name of Person)

LAMBERTUS & LAMBERTUS, P.A.
(Firm/Company)

2929 E. Commercial Blvd. Suite 604
(Address)

Fort Lauderdale, FL 33308
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

ARTHUR W. LAMBERTUS, ESQ.
(Name of Person)

at (305) 772 - 1680
Area Code & Daytime Telephone Number

COURIER ADDRESS:


Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ULSTEN INVESTMENTS, N.V.
(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. NETHERLAND ANTILLES
(State or country under the law of which it is incorporated)
3. 98-0074831
(FEI number, if applicable)
4. 7-31-81
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Late 1985
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 2606
Aurora, IL 60507
(Current mailing address)
8. Property investment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: ARTHUR W. LAMBERTUS, ESQ.
Office Address: 2929 E. Commercial Blvd., Suite 604
Fort Lauderdale, Florida, 33308
(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)
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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 APR 17 PM 2:48

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

A. DIRECTORS

Chairman: NONE

Address: _____

Vice Chairman: NONE

Address: _____

Director: NONE

Address: _____

Director: NONE

Address: _____

B. OFFICERS

President: KATHLEEN M. FAIRBANKS, AGENT FOR PRESIDENT

Address: P.O. Box 2606

Aurora, IL 60507

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Kathleen M. Fairbanks
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KATHLEEN M. FAIRBANKS, AGENT FOR PRESIDENT
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF GOOD STANDING

Know All Men By These Presents that ULSTEN INVESTMENTS N.V., a limited liability company (the "Company") was established in Curaçao, and was duly incorporated and is validly existing and in good standing under the laws of the Netherlands Antilles, and is not in the process of dissolution or liquidation and has never been declared bankrupt.

After having secured the Ministerial Decree of "nil obstat" under number 3403/N.V. on July 30, 1981, the Deed of Incorporation was passed on July 31, 1981, before Mr. Jacob Adriaan Schiltkamp, LL.M., a Civil-law Notary, residing in Curaçao.

The Company was registered, as required by law, in the Commercial Register of the Chamber of Commerce of Curaçao, entered under number 29953, as evidenced by an official excerpt from the Commercial Register which is attached hereto as Exhibit "A" and made part hereof.

The minimum capitalization, as required by law, having been subscribed for and having been paid, shares were validly issued to the Stockholder(s).

The Company maintains its corporate records at its registered offices located at Kaya W.F.G. (Jombi) Mensing 36, P.O. Box 3141, in Curaçao, Netherlands Antilles.

Signed and sealed on January 9, 1995, in Curaçao, Netherlands Antilles.

AMACO (CURACAO) N.V.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 2:46

HANDELSREGISTER CURAÇAO
(Curaçao Commercial Register)

Excerpt from the registration of : **ULSTEN INVESTMENTS N.V.**
established at Curaçao
entered under no.29953

Entry of a business pertaining to a corporation

Name of the Corporation is : **ULSTEN INVESTMENTS N.V.**

Business is carried on at : **Kaya W.F.G. (Jombi)**
Mensing 36, Curacao,
Netherlands Antilles

Date of incorporation : **July 31, 1981**

The objects of the Corporation are : **p.t.o.**

Managing Director(s): (the Corporation shall be
represented vis-a-vis third
parties in and out of court by
one managing director)

- **AMACO (CURAÇAO) N.V.**

Attorneys-in-fact:

Kathleen M. Fairbanks
Dennis M. Finn

Capital:

Authorized: **US\$30,000.00**
Issued : **US\$ 6,000.00**
Paid-in : **US\$ 6,000.00**

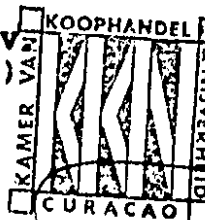
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 2:46

To: **AMACO (CURAÇAO) N.V.**
Kaya W.F.G. (Jombi)
Mensing 36

The expenses are Naf. 7,50

Curaçao 10 JAN. 1995

The Secretary

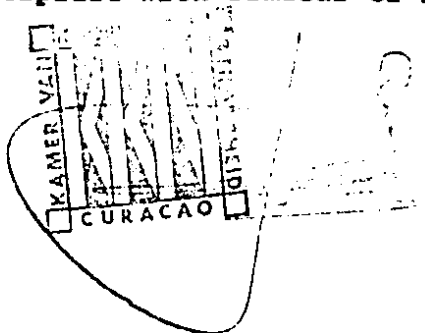


Kamer van Koophandel en Nijverheid Curaçao - Curaçao Chamber of Commerce & Industry
Kaya Junior Salas #1, P.O. Box 10, Curaçao, Netherlands Antilles - Telephone (599-9) 611455, Telefax (599-9) 615652

OBJECTS

The objects of the Corporation are:

1. to acquire, possess, manage, sell, exchange, transfer, alienate, issue and trade in shares and other certificates of participation, bonds, funds, promissory notes, debentures, bills of exchange and other evidences of indebtedness and other securities, including but not limited to the short sale of securities, to purchase securities on margin, to plodge securities, to engage in arbitrage transactions, entering into, purchase and sale of options, puts and calls, to participate in private placements, to deal in unregistered securities, letter stocks and marketable securities in real estate companies.
2. to contract, and to grant money loans and to give security for the fulfillment of the obligations of the Corporation or of third parties.
3. to acquire:
 - a. revenues, derived from the alienation or assignment of the rights to use copyrights, patents, designs, secret processes or formulas, trademarks and the like;
 - b. royalties, including rentals, in respect of films or for the use of industrial, commercial or scientific equipment, as well as relating to the exploitation of a mine or a quarry or any other natural resource and other real property;
 - c. remunerations for the rendering of technical assistance.
4. to invest its assets either directly or indirectly in real property and rights, situated or established outside the Netherlands Antilles, to acquire, own, manage, hire, let, rent lease, parcel out, drain, develop, build upon, alienate, encumber and exploit real property including real property intended for agriculture and animal farming, and to build roads, dikes and similar works on real property situated outside the Netherlands Antilles.
5. the trading in, including the import and export of, and the future trading in, and the processing of raw materials, minerals and metals, semi-finished products and finished products of any kind and under whatever name, all this insofar as these operations take place outside the Netherlands Antilles.
6. the representation and the management of the interests of third parties.
7. to perform, as principal, agent, commission agent, manager and/or administrator, everything that is related to the foregoing or may be useful or necessary thereto, including the participation in any other enterprise with similar or related objects.



Florida Department of State, [REDACTED], Secretary of State

**THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANS-
ACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE
CHARTER TAX THAT MUST BE PAID.**

Authorized number of shares (itemized by class and par value) the corporation had when
it first transacted business in Florida (if shares have no par value enter NPV along with the
number of shares).

6000 shares

"VALUE" may be defined in any terms consistent with generally accepted accounting prin-
ciples.

- A. Estimated value of all property owned by
Corporation for the year it first transacted
business in Florida, wherever located. \$ 734,000.00
- B. Estimated Gross amount of business
transacted by the Corporation for the
year it first transacted business in Florida \$ 59,000.00
- C. Estimated Value of all property in Florida
owned by the Corporation for the year it
first transacted business in Florida. \$ 734,000.00
- D. Estimated Gross amount of business
transacted in Florida by the Corporation
during the year it first transacted business
in Florida. \$ 59,000.00
- E. TOTAL of "A" and "B" \$ 793,000.00
- F. TOTAL of "C" and "D" \$ 793,000.00
- G. DIVIDE "F" by "E" \$ 1
- H. Corporations with Par Value Stock:
Multiply "G" and Authorized Shares and their
par value.
- I. Corporations with No Par Value Stock:
Multiply "G" by Total Authorized Shares. \$ 6,000.00

**THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY
DOCUMENT EXAMINER UPON QUALIFICATION.**

DOCUMENT NUMBER

CORPORATION NAME

PENALTY PAID FOR YEAR(S)

CHARTER TAX PAID

ANNUAL FEE PAID FOR YEAR(S)

\$ 1100.00

FILED
RECEIVED BY STATE
OFFICE OF CORPORATIONS
95 APR 17 PM 2:46