

F95000002253

TRANSMITTAL LETTER

QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

000001439530
-03/24/95--01102--006
***78.75 ***78.75

SUBJECT: FICUS, Inc. d/b/a Yazigi International
(Name of corporation - must include suffix)

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:

T. Fay Williams
(Name of Person)
FICUS, Inc. d/b/a Yazigi International USA
(Firm/Company)
3113 Highland Ave. W.
(Address)
Bradenton, Fl. 34205-2919
(City, State and Zip Code)

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

T. Fay Williams at (813) 750-8375
(Name of Person) Area Code & Daytime Telephone Number

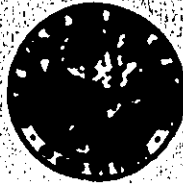
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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 27, 1995

**FICUS CORPORATION
% T. FAY WILLIAMS
3113 HIGHLAND AVE., WEST
BRADENTON, FL 34205-2919**

**SUBJECT: FICUS CORPORATION
Ref. Number: W95000006651**

We have received your document for FICUS CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please white out the d/b/a name from Section 1. If you would like to register the d/b/a name, you will need to complete the enclosed Fictitious Name application.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

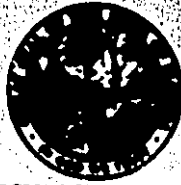
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Steven Harris
Corporate Specialist

Letter Number: 795A00013628

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 13, 1995

**FICUS CORPORATION
% T. FAY WILLIAMS
3113 HIGHLAND AVE., WEST
BRADENTON, FL 34205-2919**

**SUBJECT: FICUS CORPORATION
Ref. Number: W95000006651**

We have received your document for FICUS CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

I have enclosed a sample certificate of existence from Delaware for your convenience.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 995A00017027

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9 MAY - 8 PM 2:18

**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. FICUS Incorporated

(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. Delaware, U.S.A.

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

3. 51-0356140

(FEI number, if applicable)

4. 24 May 1994

(Date of incorporation)

5. "Perpetual"

(Duration: Year corp. will cease to exist or "perpetual")

6. February 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 3113 Highland Ave. W.

Bradenton, FL 34205-2919

(Current mailing address)

8. Operation of Language Schools

(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: T. Fay Williams

Office Address: 3113 Highland Ave W.

Bradenton

, Florida , 34205-2919
(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.

T. Fay Williams
(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.

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ricardo Young Silva
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
Vice Chairman: Itamar Gers Silva
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
Director: Melanie Young Silva Wyffels
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
Director: _____
Address: _____

B. OFFICERS

President: Ricardo Young Silva
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
Vice President: Itamar Gers Silva
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
Secretary: Melanie Young Silva Wyffels
Address: Av. Nove de Julho 3166
Sao Paulo, Brazil CEP 01406-900
CEO
Treasurer: T. Fay Williams
Address: 3113 Highland Ave W.
Bradenton, FL 34205-2919

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

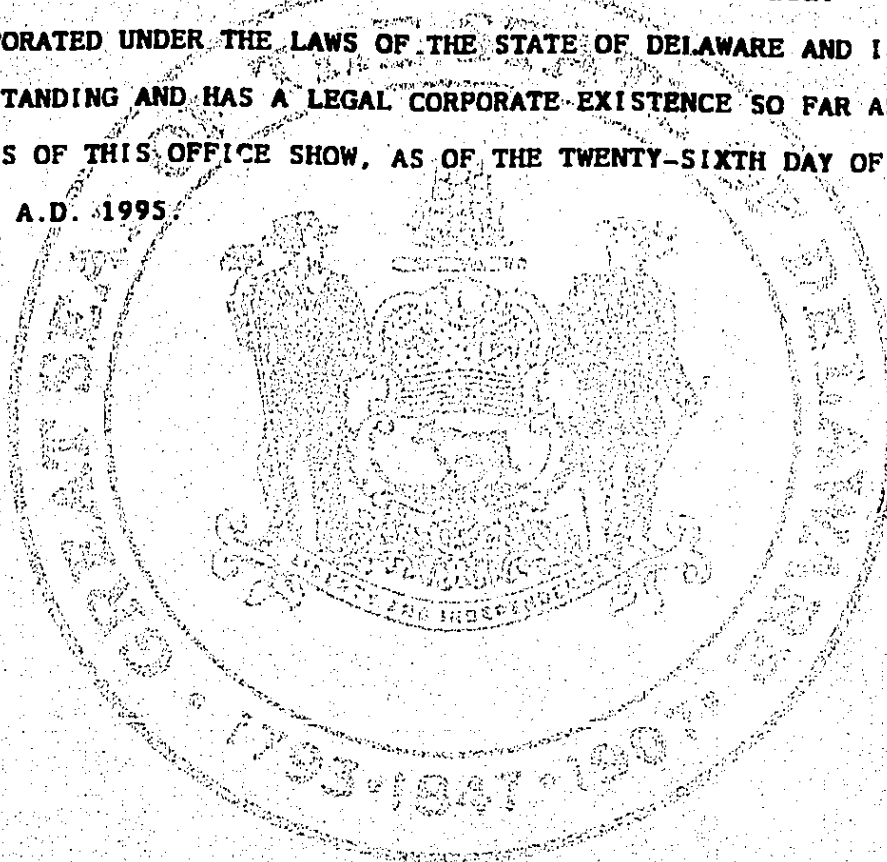
13. T. Fay Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. T. Fay Williams Chief Executive Officer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FICUS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 1995.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2404912 8300

950089158

DATE:

7486749

04-26-95