

F95000002648
May 4, 1995
FEDERAL EXPRESS

Qualification Tax/Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001477693
-05/05/95--01112--002
*****70.00 *****70.00

Re: Commodities Corporation (U.S.A.) N.V.

Dear Sir/Madam:

Pursuant to Section 607.1503 of the Florida Statutes, enclosed please find the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business;
3. Certificate of Good Standing; and
4. a check for \$70.

Please stamp the copy of this letter and return it in the enclosed envelope. If there are any questions regarding the above, please call the undersigned, collect, at (609) 497-5520.

Sincerely,

Julia Martori

Julia Martori
Legal Assistant

W95-9864
300001503863
-06/01/95--01117--003
*****700.00 *****700.00

95 JUN 1 AM 11:18
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Commodities Corporation (U.S.A.) N.V.
(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:

Julia Martori
(Name of Person)
Commodities Corporation (U.S.A.) N.V.
(Firm/Company)
701 Mt. Lucas Rd.
(Address)
Princeton, NJ 08540
(City, State and Zip Code)

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

Julia Martori at (609) 497 - 5520
(Name of Person) Area Code & Daytime Telephone Number

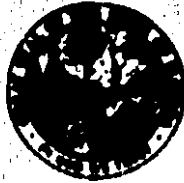
COURIER ADDRESS:

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN - 1 AM 11:17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1995

JULIA MARTORI
COMMODITIES CORPORATION (USA) NV
701 MT. LUCAS RD.
PRINCETON, NJ 08540

SUBJECT: COMMODITIES CORPORATION (U.S.A.) N.V.
Ref. Number: W95000009864

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -1 AM 11:17

We have received your document for COMMODITIES CORPORATION (U.S.A.) N.V. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 495A00023654

May 31, 1995

FEDERAL EXPRESS

Jennifer Sindt
Qualification Tax/Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Commodities Corporation (U.S.A.) N.V.

Dear Ms. Sindt:

Pursuant to your letter of May 10th, enclosed please find a check for \$700 to cover both the annual report and penalty fees in the above-referenced matter.

As I understood your letter, once you have received the enclosed check our request for an authority to do business can proceed.

Please stamp the copy of this letter and return it in the enclosed envelope. If there are any questions regarding the above, please call the undersigned, collect, at (609) 497-5520.

Sincerely,

Julia Martori

Julia Martori
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -1 AM 11:17

**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. Commodities Corporation (U.S.A.) 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. Netherlands Antilles 3. 22-3111468
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1983 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 27, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 701 Mt. Lucas Rd.
Princeton, NJ 08540
(Current mailing address)

8. Funds Management
(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: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
Plantation, Florida, 33324
(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)
Richard P. Borovoy, Asst. Secy.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -1 AM 11:17

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Managing Director F. Helmut Weymar

Address: 701 Mt. Lucas Rd.
Princeton, NJ 08540

Managing Director Robert G. Easton

Address: Same

Managing Director: M. Roch Hillenbrand

Address: Same

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Robert G. Easton

Address: Same

Executive Vice President: M. Roch Hillenbrand

Address: Same

Secretary: Robert G. Easton

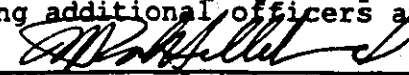
Address: Same

Treasurer: Tobin Levy

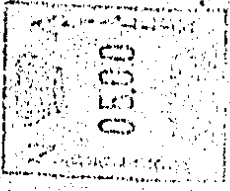
Address: Same

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN - 1 AM 11:18

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

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

14. M. Roch Hillenbrand, Managing Director
(Typed or printed name and capacity of person signing application)



The undersigned:

Dr. MARCEL VAN DER PLANK, a civil-law notary, residing in
Curacao, Netherlands Antilles;

herewith certifies:

that the limited liability company:
"COMMODITIES CORPORATION (U.S.A.) N.V.", established in Curacao;

has been legally incorporated by the limited liability
companies: **CARIBBEAN PARTICIPATION COMPANY N.V.** and **LOCUM N.V.**,
both established in Curacao;

by notarial deed executed on June 10, 1983;

that on a draft of the deed of incorporation the declaration
of no-objection referred to in Article 38 of the Commercial Code
of the Netherlands Antilles, was issued by the Minister of
Justice of the Netherlands Antilles on June 10, 1983 under number
1783/NV;

that the articles of incorporation of the company have been
amended by deed executed before the undersigned on February 24,
1984, on a draft of which deed the declaration of no-objection
referred to in article 97 of the Commercial Code of the
Netherlands Antilles, was issued by the aforementioned Minister
of Justice on February 24, 1984 under number 501/NV;

that the articles of incorporation of the company have been
amended by deed executed before the undersigned on September 25,
1990, on a draft of which deed the declaration of no-objection
referred to in article 97 of the Commercial Code of the
Netherlands Antilles, was issued by the aforementioned Minister
of Justice on September 25, 1990 under number 2519/NV;

that the managing directors of the company are:

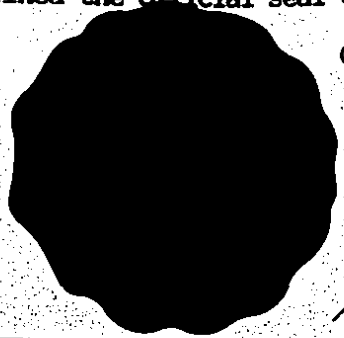
1. **CARIBBEAN MANAGEMENT COMPANY N.V.**;
2. Mr. **ROBERT G. EASTON**;
3. Mr. **MICHAEL ROCH HILLEBRAND**;
4. **COMMODITIES CORPORATION**, and
5. Mr. **FRANK HELMUT WEYMAR**;

that the registered office of the company is:
J.B. Gorsiraweg 6
Curacao,
Netherlands Antilles;

that the limited liability company: **"COMMODITIES CORPORATION
(U.S.A.) N.V."**, is legally existing in good standing under the
laws of the Netherlands Antilles.

IN WITNESS WHEREOF, I have hereunto set my hand, after
having affixed the official seal of office.

Curacao, April 28, 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN - 1 AM 11:18

①
F95-110002648

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Darlene Connell

200001865392
-06/18/96--01104--015
****175.00 *****87.50

Re: Commodities Corporation Limited ("CC Limited")
(formerly Commodities Corporation (U.S.A.) N.V.)

Dear Ms. Connell:

Enclosed please find the following in connection with an amendment to CC Limited's
Authority to Transact Business in Florida:

- 87.50
1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (2 originals).
 2. Original documentation from Bermuda evidencing the change of name and location of CC Limited. **PLEASE RETURN THESE DOCUMENTS TO US AS THEY ARE THE ONLY ORIGINAL.**
 3. Check payable to the Department of State for filing and certified copy fees*.

Also, kindly note that when the original Application to Florida was filed, we inadvertently included the wrong FEI number for CC Limited. The correct number is 22-2498842. Please adjust your records accordingly.

Thank you so much for your guidance in this matter and if there is anything further you require, please let me know. I can be reached at (609) 497-5767.

Very truly yours,

6-11-96

Barbara A. Calcese

Barbara A. Calcese
Legal Assistant

BAC:dbm
Enc.
FEDERAL EXPRESS

DC

Name Change

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96 JUN 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*I have enclosed one check for a total amount of \$175.00 which includes both the fees for the enclosed Amendment (\$87.50) and for the fees in connection with the proposed withdrawal (\$87.50)—see letter #2 also enclosed herewith. You indicated it would be acceptable to issue just one check for both transactions.

PROFIT CORPORATION

SECTION I

1. Commodities Corporation (U.S.A.) N.V.
Name of corporation as it appears on the records of the Department of State.

2. Netherlands Antilles 3. June 1, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II

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96 JUN 11 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 29, 1996

5. Commodities Corporation Limited
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Bermuda

New Jurisdiction

Signature

6/10/96

Date _____

M. Roch Hillenbrand
Typed or printed name

President

[illegible]

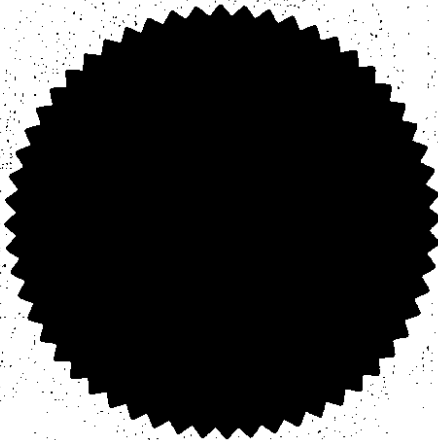


BERMUDA

MINISTRY OF FINANCE

THIS IS TO CERTIFY that the attached documents lettered A,B,C,D, and E are true copies of the public documents of **Commodities Corporation Limited** a Company incorporated in the Islands of Bermuda, consisting of respectively:-

- A) a Memorandum of Continuance
of Company Limited by Shares
- B) a Second Schedule to The Companies
Act 1981
- C) a Consent pursuant to section 132C(1)
- D) a Certificate of Deposit of Memorandum
of Continuance and Consent Granted by
The Minister
- E) a Certificate of Continuance



IN WITNESS WHEREOF I have set
my hand and affix the Official Seal of
the **REGISTRAR OF COMPANIES**
this 26th day of April, 1996.


for **REGISTRAR OF COMPANIES**

2 A 7
14

COMMODITIES CORPORATION LIMITED

**MEMORANDUM OF CONTINUANCE OF
COMPANY LIMITED BY SHARES**

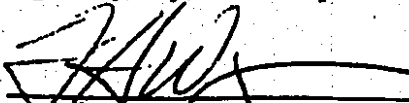
**MEMORANDUM OF CONTINUANCE
OF**

**Commodities Corporation Limited
(hereinafter referred to as "the Company")**

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorized share capital of the Company is US\$30,000 divided into 300 shares of US\$100 each. The minimum share capital of the Company is US\$12,000.
4. Details of Incorporation:

The Company was incorporated in the Netherlands Antilles under the Commercial Code of the Netherlands Antilles, on the 10th day of June, 1983, as Commodities Corporation (U.S.A.) N.V.
5. The objects of the Company from the date of continuance are:
 - i) to act as investment consultants, managers and advisers to any person or persons resident outside these Islands and to such persons resident in these Islands as the Minister of Finance may from time to time permit.
 - ii) as set out in paragraphs (b) to (n) and (p) to (u) inclusive of the Second Schedule to the Companies Act 1981 all of which shall be considered as independent objects.

Signed by duly authorized persons in the presence of at least one witness attesting the signature thereof:


F. Helmut Weymar, Director


Robert G. Easton, Director


M. Roch Hillenbrand, Director

Dated this 29th day of February, 1996.

Witness:


Joseph J. Esposito

(Section 11(2))

A company limited by shares may amongst its objects by reference include in its memorandum any of the objects set out in the Second Schedule.

SECOND SCHEDULE

A company may by reference include in its memorandum any of the following objects that is to say the business of -

- ~~(a) insurance and re-insurance of all kinds;~~ *ap*
- (b) packaging of goods of all kinds;
- (c) buying, selling and dealing in goods of all kinds;
- (d) designing and manufacturing of goods of all kinds;
- (e) mining and quarrying and exploration for metals, minerals, fossil fuels and precious stones of all kinds and their preparation for sale or use;
- (f) exploring for, the drilling for, the moving, transporting and refining petroleum and hydro carbon products including oil and oil products;
- (g) scientific research including the improvement, discovery and development of processes, inventions, patents and designs and the construction, maintenance and operation of laboratories and research centres;
- (h) land, sea and air undertakings including the land, ship and air carriage of passengers, mails and goods of all kinds;
- (i) ships and aircraft owners, managers, operators, agents, builders and repairers;
- (j) acquiring, owning, selling, chartering, repairing or dealing in ships and aircraft;
- (k) travel agents, freight contractors and forwarding agents;
- (l) dock owners, wharfingers, warehousemen;
- (m) ship chandlers and dealing in rope, canvas oil and ship stores of all kinds;
- (n) all forms of engineering;
- ~~(o) developing, operating, advising or acting as technical consultants to any other enterprise or business;~~ *7p*
- (p) farmers, livestock breeders and keepers, graziers, butchers, tanners and processors of and dealers in all kinds of live and dead stock, wool, hides, tallow, grain, vegetables and other produce;
- (q) acquiring by purchase or otherwise and holding as an investment inventions, patents, trade marks, trade names, trade secrets, designs and the like;

THE COMPANIES ACT 1981

- (r) buying, selling, hiring, letting and dealing in conveyances of any sort; and
- (s) employing, providing, hiring out and acting as agent for artists, actors, entertainers of all sorts, authors, composers, producers, directors, engineers and experts or specialists of any kind.
- (t) to acquire by purchase or otherwise and hold, sell, dispose of and deal in real property situated outside Bermuda and in personal property of all kinds wherever situated.
- (u) to enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence.



BERMUDA

THE COMPANIES ACT 1981

CONSENT

Pursuant to section 132C (1)

In exercise of the powers conferred upon the Minister of Finance by section 132C (1) of the Companies Act 1981, the Minister of Finance hereby gives his consent to

Commodities Corporation Limited

to be continued in Bermuda as an exempted Company to which the provisions of the Companies Act 1981 and all other relevant laws of Bermuda shall apply.

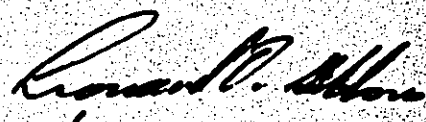
Dated this

26th

day of

March

1996


Minister of Finance



**BERMUDA
THE COMPANIES ACT 1981**

**CERTIFICATE OF DEPOSIT OF MEMORANDUM OF
CONTINUANCE AND CONSENT GRANTED BY THE MINISTER
Pursuant to Section 132C(4) (a)**

THIS IS TO CERTIFY that a Memorandum of Continuance

of

Commodities Corporation Limited

and the consent granted by the Minister under Section 132C(3) of the Companies Act 1981 was delivered to the Registrar of Companies on the 29th day of March, 1996 in accordance with the provisions of Section 132C(3) of the Companies Act 1981.

IN WITNESS WHEREOF I have
hereto set my hand this
17th day of April, 1996.

for REGISTRAR OF COMPANIES

Minimum Capital of the Company : US\$ 12,000.00

Authorised Capital of the Company: US\$ 30,000.00

REGISTRATION NO. EC - 21793



BERMUDA

CERTIFICATE OF CONTINUANCE

Commodities Corporation Limited

I hereby in accordance with the provisions of Sections 132C(4)(d) of the Companies Act 1981 issue this CERTIFICATE OF CONTINUANCE and do certify that on the 29th day of March, 1996 the above-mentioned company was registered by me in the Register maintained by me under the provisions of the Companies Act 1981 and that the status of the said Company is that of an exempted company.

Given under my hand this 17th day of April, 1996.


REGISTRAR OF COMPANIES

June 10, 1996

F 95000002648

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Darlene Connell

700001865397
-06/18/96--01104--015
****175.00 ****87.50

Re: Commodities Corporation Limited ("CC Limited")
(formerly Commodities Corporation (U.S.A.) N.V.)

Dear Ms. Connell:

Enclosed please find the following in connection with withdrawal of CC Limited's
Authority to Transact Business in Florida:

1. Application by Foreign Profit Corporation for Withdrawal of Authority to
Transact Business in Florida (2 originals). 87.50
2. Check payable to the Department of State for filing and certified copy fees*.

Thank you for your assistance in this matter and if there is anything further you require,
please don't hesitate to contact me at (609) 497-5767.

Very truly yours,

Barbara A. Calcese
Barbara A. Calcese
Legal Assistant

BAC:dbm
Enc.
FEDERAL EXPRESS

6/24/96

FILED
96 JUN 11 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*I have enclosed one check for a total amount of \$175.00 which includes both the fees for the
enclosed withdrawal (\$87.50) and for the fees in connection with the amendment (\$87.50)--see
letter #1 also enclose herewith. You indicated it would be acceptable to issue just one check for
both transactions.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Commodities Corporation Limited
(Name of Corporation)

Bermuda
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

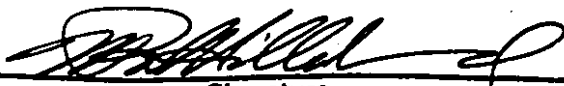
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

701 Mount Lucas Road
(Mailing Address)

Princeton, New Jersey 08540
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

6/10/96

Date

M. Roch Hillenbrand
Typed or printed name

President

Title