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DIVISION OF CERTIFICATION

ACCOUNT NO. : 072100000032
REFERENCE : 644268 4141A
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 78.75

ORDER DATE : July 19, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 644268

400001541214

CUSTOMER NO: 4141A

CUSTOMER: Ms. Maria Feliciano
Gunster Yoakley Valdes-fauli &
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

FOREIGN FILINGS

NAME: TRADERS INTERNATIONAL PROFIT
SHARING CORP.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED
SECRETARY OF STATE
DIVISION OF CERTIFICATIONS
JUL 19 1995
MTM

**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. Traders International Profit Sharing Corp.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. The British Virgin Islands
(State or country under the law of which it is incorporated)
3. August 19, 1994
(Date of Incorporation)
4. Ongoing
(Duration)
5. n/a
(Federal Employer Identification number, if applicable)
6. Friday, July 7, 1995 (opening of bank account only)
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o Gunstor Yoakley Valdes-Fauli & Stewart, P.A.
7. Two South Biscayne Boulevard, Suite 3400, Miami, FL 33131-1897
(Current mailing address)

8. Investments
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Carlos Cordero B.
Address: c/o Aleman Cordero Galindo & Lee
East 53rd Street, Swiss Bank Building, Second Floor
Panama, Republic of Panama

Director: Lorenzo Marquez B.
Address: c/o Aleman Cordero Galindo & Lee
East 53rd Street, Swiss Bank Building, Second Floor
Panama, Republic of Panama

B. Officers:

President: Carlos Cordero B.
Address: c/o Aleman Cordero Galindo & Lee
East 53rd Street, Swiss Bank Building, Second Floor
Panama, Republic of Panama

Vice President: Attorney-in-Fact via Power of Attorney dated August 29, 1994
Charles Spina
Address: c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
Two South Biscayne Boulevard, Suite 3400
Miami, FL 33131-1897

Secretary: Lorenzo Marquinez B.
Address: c/o Aleman Cordero Galindo & Lee
East 53rd Street, Swiss Bank Building, Second Floor
Panama, Republic of Panama

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Valdes-Fauli Corporate Services, Inc.
Office Address: c/o Gunster Yoakley Valdes-Fauli & Stewart, P.A.
Two South Biscayne Blvd. Suite 3400 33131-1897
Miami, Florida Zip Code

11. 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: by: *Guillermo J. Fernandez-Quincoces*
VALDES-FAULI CORPORATE SERVICES, INC.
Guillermo J. Fernandez-Quincoces, Esq.

12. 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.

13. *Charles Spina*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)
Charles Spina, Attorney-in-Fact

14. Charles Spina, Attorney-in-Fact
(Name and capacity of person signing application)



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

(Section 114)

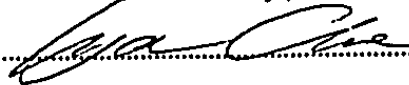
No. 126482

TRADERS INTERNATIONAL PROFIT SHARING CORP.

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES:

1. The above company was duly (incorporated) (~~incorporated~~) under the provisions of the International Business Companies Act, Cap. 291 on the 19th day of August, 19 94 as Company No. 126482 of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The Company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The Company has not submitted to me articles of arrangement that have not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Road Town,
Tortola in the Territory of the British Virgin Islands
this 11th day of July, 19 95



Asst. REGISTRAR OF COMPANIES

55 JUL 19 11 30 AM '95