

400 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0101 FAX

800-342-8086



**networks**

PATENT, TRADE  
LEGAL & FINANCIAL SERVICES

**F95000004616**

ACCOUNT NO. : 072100000032

REFERENCE : 689363 4656A

AUTHORIZATION :

*Patricia Pyrite*

COST LIMIT : 9 70.00

ORDER DATE : September 22, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 689363

CUSTOMER NO: 4656A

CUSTOMER: Eather J. Forbes, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

900001591629

FOREIGN FILINGS

NAME: EIE INTERNATIONAL CORPORATION

XX PROFIT  
\_\_\_\_ NON-PROFIT

XX CORPORATE  
\_\_\_\_ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

KB

SEP 23 1995

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"):

FV Finance MF, Inc. - I.D. 98-0109026  
FV Finance CL, Inc. - I.D. 98-0109025  
Nippon M.I.C. Co., Ltd. - I.D. 98-0109242  
G.R.C. Company Ltd. - I.D. 98-  
J.R.J. Co., Ltd. - I.D. 98-0109503  
Mori Denki M.F.G. Co., Ltd. - I.D. 98-0110810  
EIE-International Corporation - I.D. 98-0109436  
Hillcrest Golf Club - 98-0109444  
SEA-COM Corporation - I.D. 98-0107244

2. I am the overseas department manager for the EIE-International Corporation, which corporation represents the above-listed corporations.


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.

FURTHER AFFIANT SAYETH NAUGHT

Dated: June 23, 1995

By:   
Print Name: Takehisa Yoshikawa  
Title: Manager

平成 7 年 登 簿 第 114 号

認 証  
嘱託人 香 川 毅 久

(1) は本公証人の面前で別添証書に署名 — した  
(ことを自認した)。

(2) の代理人 は  
本公証人に対し嘱託人が別添証書に 名  
したことを自認している旨陳述した。

以上(1)(2)のうち(1)が本件の認証事項である。

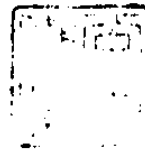
よつて、これを認証する。

平成 7 年 6 月 23 日、本公証役場において

東京法務局所属

公 証 人

森 田 茂



証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであ  
り、かつ、その押印は、真実のものであることを証明する。

平成 7 年 6 月 23 日

東京法務局長 荒 木 友 雄



# CERTIFICATE

This is to certify that the signature affixed to the annexed  
Notarial Certificate has been provided by Notary, duly  
authorized by the Tokyo Legal Affairs Bureau and that the  
Official Seal appearing on the same is genuine.

Date JUN. 23. 1995

Tomoo ARAKI

Director of the Tokyo Legal Affairs Bureau

# APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: **JAPAN**

This public document

2. has been signed by **Tomoo ARAKI**

3. acting in the capacity of **Director of the Tokyo Legal Affairs Bureau**

4. bears the seal/stamp of

Certified

5. at **Tokyo**

6. **JUN. 23. 1995**

7. by the **Ministry of Foreign Affairs**

8. 95 - No 010057

9. Seal/stamp:



10. Signature:

Takeo SAITO  
For the Minister for Foreign Affairs

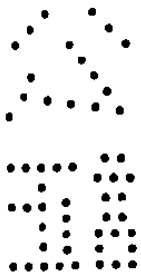


Registered No. 114

## NOTARIAL CERTIFICATE

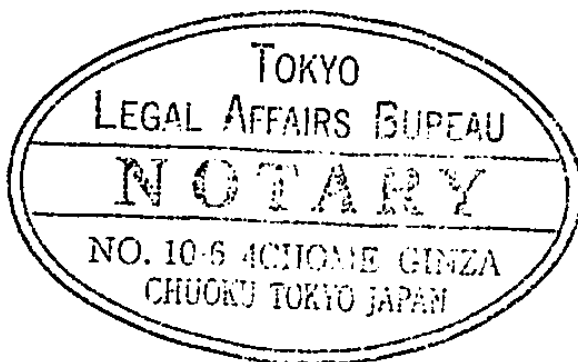
This is to certify that *MR. TAKEHISA YOSHIKAWA*  
has acknowledged himself in my very presence that the signature  
on the attached document is his own.

Dated this *23rd* day of *JUNE*, 1995



SHIGERU MORIOKA

Notary attached to  
The Tokyo Legal Affairs Bureau  
NO. 10-6 4-CHOME GINZA  
CHUOKU TOKYO JAPAN



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

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS In the State of Florida:

**1.\* EIE-INTERNATIONAL CORPORATION**

(Name of Corporation adding 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. Japan 3. 99-0109436  
(State or Country under the law of which is incorporated) (F.E.I Number, if applicable)

4. August 28, 1972 5. Perpetual  
(Date of Incorporation) (Duration: Year corporation will cease to exist or "Perpetual")

**6. (\*) Date of qualification in Florida**

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §917.155 F.S.)

(\*) Voluntarily qualifying - Corporation does not believe it is transacting business.

7. (Principal): 2-4-14 Hirakawa-cho, Chiyoda-ku, Tokyo Japan 102

(Mailing): 2-4-14 Hirakawa-cho, Chiyoda-ku, Tokyo Japan 102  
(Current Principal & Mailing Address; please include city, state & zip code)

8. Resort development, including golf course development, and real estate, etc.  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FLORIDA 32301  
(Zip Code)

**10. REGISTERED AGENT'S ACCEPTANCE:** Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this application, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

Eric Shultz (Signature) Date:                     , 1995  
Representative CALL SHELLEY

**11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.**

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

**12. NAME OF DIRECTORS and/or OFFICERS:**

**A. DIRECTORS:**

Director: Harunori Takahashi  
address: 4-7-1 Yagumo, Meguro-ku, Tokyo  
Director: Mikio Oba  
address: 7-11-9 Todoroki, Setagaya-ku, Tokyo  
Director: Hidetoshi Oshima  
address: 2-1-11-505 Shibaura, Minato-ku, Tokyo  
Director: Kanji Obata  
address: 1-8-20-306 Kitaei, Urayasu-shi, Chiba Prefecture  
Director: Hirokazu Kasai  
address: 2-18-16 Shinohara-kita, Kohoku-ku, Yokohama-shi, Kanagawa Prefecture  
Director: Takashi Funazaki  
address: 2-9 Sensodai, Aoba-ku, Yokohama-shi, Kanagawa Prefecture

**B. OFFICERS:**

President: Harunori Takahashi  
Address: 4-7-1 Yagumo, Meguro-ku, Tokyo  
Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_  
Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
Vice  
President: Mikio Oba  
Address: 7-11-9 Todoroki, Setagaya-ku, Tokyo  
Assistant  
Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_

13.

Harunori Takahashi, President

DATE: May 30, 1995.

14.

Harunori Takahashi / President

(Print or type name and office of person signing this application)

CERTIFICATE OF TRANSLATION

JAPAN )  
CITY OF TOKYO ) SS:  
CONSUL OF THE UNITED STATES OF AMERICA )

Before me, Phillip A. Min Consul  
the United States of America, in and for Tokyo, Japan,  
duly commissioned and qualified, personally appeared  
Michiko MIYAZAWA, who, being duly sworn,  
deposes and says:

That my name is Michiko Miyazawa;

That my address is 22 Nani-cho

Shinjuku-ku Tokyo;

That I know well both the English and Japanese  
languages;

That I translated the attached Japanese language  
document into the English language;

That the attached English language translation  
is a true and correct translation of the  
attached Japanese language document to the  
best of my knowledge and belief;  
And further deponent saith not.

Michiko Miyazawa

SUBSCRIBED AND SWORN TO before me this  
28th day of June, A.D. 1995.

Phillip A. Min  
Consul of the  
United States of America



## Certified of Corporate Register

Company Name: ~~EIE DEVELOPMENT CO., LTD.~~  
EIE-INTERNATIONAL CORPORATION

- Changed on November 10, 1988  
Registered on November 16, 1988

Head Office: 2-4-14 Hirakawa-cho, Chiyoda-ku, Tokyo

Method of Public Notice: Displayed in Kanpo (the official gazette)

Par Value of Each Share: Five hundred (500) Yen

Total Number of Shares authorized to be issued: ~~One million five hundred thirty six thousand (1,536,000) shares~~  
Three million one hundred ninety two thousand (3,192,000) shares

- Changed on October 29, 1993  
Registered on November 10, 1993

Total Number of Shares already issued: ~~Seven hundred sixty eight thousand (768,000) shares~~  
Seven hundred ninety eight thousand (798,000) shares

- Changed on November 11, 1988  
Registered on November 16, 1988

Total Amount of Capital: One billion and one hundred thirty four million (1,134,000,000) Yen

Establishment of the Company: August 28, 1972

Corporation Purpose:

1. Development & Planning and Investment to Tourism
2. Purchase, Sale and Brokerage of Real Estate
3. Planning and Construction of Exhibition Facilities
4. Investment and Holding of Valuable Securities
5. Management and Consulting
6. Planning, Construction and Maintenance of Golf Course, Sport Facilities, Factory, Condominium, House, Building, etc.
7. Planning & Management of Hotel
8. All business related to the above business

- Changed on December 13, 1990  
Registered on December 21, 1990

Matters concerning Directors:

Director	Harunori Takahashi
Director	Mikio Oba
Director	Hidetoshi Oshima
Director	Kanji Obata
Director	Hirokazu Kasai
Director	Takashi Funazaki
Representative Director	Harunori Takahashi 4-7-1 Yagumo Meguro-ku Tokyo
Auditor	Yukio Takahashi
Auditor	Yasuo Kotzumi

- The above nine (9) were re-elected on October 29, 1993  
Registered on November 10, 1993

Auditor	Kazuhiko Aga
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- Elected on June 29, 1994  
Registered on July 12, 1994

Other Matters:

Provisions concerning limitations on the transfer of shares

~~Transfer of the company's shares requires approval of the Board of Directors~~

- Provisions concerning limitations on the transfer of shares is abolished on October 29, 1993  
Registered on November 10, 1993

This is a transcript of the register  
May 8, 1995  
Tokyo Legal Affair Bureau

Registrar Shozo Kuwahara



商 号 株式会社 イ.アイ.イ- インターナショナル

目 的

(1) 観光開発に関する企画、設計並びにそれに関連する投資業務

(2) 不動産の売買・仲介・賃貸・管理業務

(3) 室内造作・展示場の設計・企画・工事その他

(4) 有価証券の保有及び投資

(5) 経営コンサルタント業務

(6) ホテル及びそれに付帯するスポーツ施設の利用に関する会員  
権並びにゴルフ会員権の売買、仲介並びにその斡旋業務

(7) ホテルの企画並びに経営

(8) 上記各号に付帯関連する一切の業務

平成 2年12月13日変更  
平成 1年 1月 1日登記



商 号	株式会社 イ・アイ・イー インターナショナル							
本 店	東京都千代田区平河町二丁目4番14号							
役員に関する事項	年	月	日	年	月	日		
	原	因	国	原	因	国		
取締役 高橋 治 則	登 記	年	月	日	登 記	年	月	日
	平成	年	月	日	平成	年	月	日
取締役 大 庭 三喜男	平成	年	月	日	平成	年	月	日
	平成	年	月	日	平成	年	月	日
取締役 大 島 英 俊	平成	年	月	日	平成	年	月	日
	平成	年	月	日	平成	年	月	日
取締役 小 畑 皖 司	平成	年	月	日	平成	年	月	日
	平成	年	月	日	平成	年	月	日
取締役 河 西 宏 和	平成	年	月	日	平成	年	月	日
	平成	年	月	日	平成	年	月	日
取締役 舟 崎 敬	平成	年	月	日	平成	年	月	日
	平成	年	月	日	平成	年	月	日
東京都目黒区入雲四丁目7番1号								
代表取締役 高 橋 治 則								

