

1800 HAWK STREET
TALLAHASSEE, FL 32309
904-221-9171
904-221-0191 FAX

800-341-8086



F95000004623

ACCOUNT NO. : 072100000032

REFERENCE : 689363 4656A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : September 22, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 689363

CUSTOMER NO: 4656A

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

200001581642

FOREIGN FILINGS

NAME: J.R.J. CO. (JAPAN)

LT

FILED
95 SEP 22 PM 9 00

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

**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. J.R.J. CO. (JAPAN)

(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

(State or Country under the law of which is incorporated)

3. 98-0109503

(F.E.I Number, if applicable)

4. April 11, 1969

(Date of Incorporation)

5.

Perpetual

(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 §617.155 F.S.)

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

17th Floor, Shinjuku-Nomura Building,

7. (Principal): 1-26-2, Nishi-shinjuku, Shinjuku-ku, Tokyo, Japan

(Mailing):

(Current Principal & Mailing Address; please include city, state & zip code)

8. Sale and production of Royal Jelly, 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

Stan Shelby (Signature) Date: _____, 1995
Representative

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:

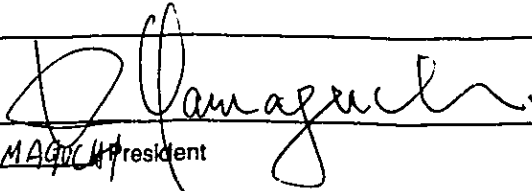
A. DIRECTORS: Please see an addendum

Director: _____
address: _____
Director: _____
address: _____
Director: _____
address: _____
Director: _____
address: _____
Director: _____
address: _____
Director: _____
address: _____

B. OFFICERS:

President: Kikuji Yamaguchi
Address: 47-6, Shimouma 6-chome, Setagaya-ku, Tokyo, Japan
Secretary: _____
Address: _____
Treasurer: _____
Address: _____
Vice President: _____
Address: _____
Assistant Secretary: _____
Address: _____

13.


KIKUJI YAMAGUCHI President

DATE: June 28,
1995.

14.

Kikuji Yamaguchi, President

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

ADDENDUM

Representative

Director: Kikuji Yamaguchi
address: 47-6, Shimouma 6-chome, Setagaya-ku, Tokyo, Japan

Director: Toshiji Ohshima
address: 1-15, Higashi-cho 5-chome, Hoya-shi, Tokyo, Japan

Director: Hiroaki Nunome
address: 50-40, Higashi-Oizumi 7-chome, Nerima-ku, Tokyo, Japan

Director: Shingo Ozaki
address: 9-7, Higashi-Tamagawa-Gakuen 1-chome, Machida-shi, Tokyo, Japan

Director: Toshiyuki Morohashi
address: 39, Toyooka-dori 3-chome, Mizuho-ku, Nagoya-shi, Aichi, Japan

Director: Yoshihide Fujita
address: 17-10, Tsukushino 4-chome, Machida-shi, Tokyo, Japan

Director: Tetsuo Yamano
address: 5-18, Yamate 2-chome, Funabashi-shi, Chiba, Japan

Director: Masahiro Yamazaki
address: 11-13-406, Terauchi 1-chome, Toyonaka-shi, Osaka, Japan

Director: Hisatoki Tanegashima
address: 3-4-301, Shin-Isono 4-chome, Sagamihara-shi, Kanagawa, Japan

Director: Eikichi Ito
address: 6-16, Nishi 2-chome, Kunitachi-shi, Tokyo, Japan

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.

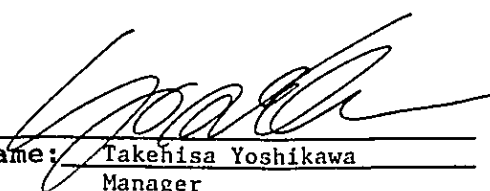
3. The Property in question has been leased for a 10-year period to another entity. This other entity has contracted with a management company for the operation of the Property.

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
囑 託 人 吉 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
本公証人に対し囑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

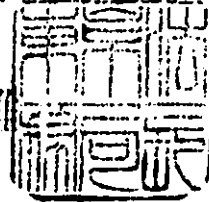


証 明

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:



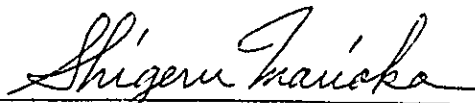
Takeo SAITO
For the Minister for Foreign Affairs

Registered No. 114

NOTARIAL CERTIFICATE

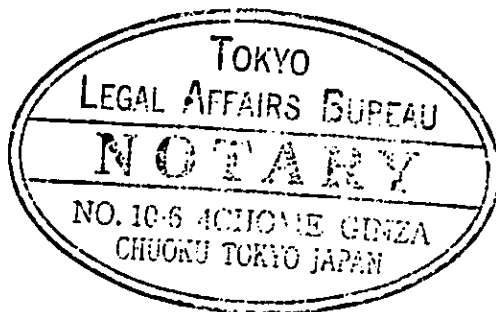
This is to certify that *MR. TAKEHISA YOSHIKAWA*
has acknowledged himself in my very presence that the signature
on the attached document is his own.

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



SHIGERU MORICKA

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



CERTIFICATE OF TRANSLATION

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

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

That my name is KOJI YOSHIDA;

That my address is 52-1 NASECHO, TOTSUKA-KU,
YOKOHAMA, KANAGAWA, JAPAN;

That I know well both the English and Japanese
languages;

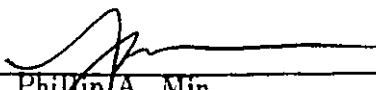
That I translated the attached Japanese language
document into the English language;

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.



SUBSCRIBED AND SWORN TO before me this
28th day of June, A.D. 19 95.


Phillip A. Min
Consul of the
United States of America

Certified Copy of Corporate Register

Company name : J.R.J. Co., Ltd.

Head office : 17th Floor, Shinjuku-Nomura Building,
1-26-2, Nishi-shinjuku, Shinjuku-ku, Tokyo

Method of public notice : Displayed in "Nippon Keizai Shinbun" distributed in Tokyo
Metropolitan area

Par value of each share : Fifty (50) Yen

Total number of shares
authorized to be issued : Thirty six million (36,000,000) shares

Total number of shares
already issued : Nine million (9,000,000) shares

Total amount of capital : Seven hundred and fifty million (750,000,000) Yen

Establishment of the
Company : April 11, 1969

Reason(s) for application: Removal of head office on July 11, 1994
(former address: 2-18-5, Shin-machi, Setagaya-ku, Tokyo)
- registered on July 18, 1994

Company name:

J.R.U. Co., Ltd.

Corporation Purpose:

1. Manufacture and sale of "royal jelly"(healthy and nutritious food)
2. Export and Import and sale of milk and "royal jelly"
3. Manufacture and sale of cosmetics
4. Manufacture and sale of medicine
5. Manufacture and sale of non-medicine
6. Export, import and sale of healthy food and farm and marine products
7. Breeding of bee
8. Purchase and sale, brokerage, lease and management of real estate
9. All business related to the above business

Company name : J.R.J. Co., Ltd.
Head office : 17th Floor, Shinjuku-Nomura Building,
1-26-2, Nishi-shinjuku, Shinjuku-ku, Tokyo

Matters concerning to Directors:

Director Kikuji Yamaguchi
Director Toshiji Ohshima
Director Hiroaki Nunome
Director Shingo Ozaki
Director Toshiyuki Morohashi
Director Yoshihide Fujita
Director Tetsuo Yamano

- the above seven (7) members were re-elected on June 29, 1994

Director Masahiro Yamazaki
Director Hisatoki Tanegashima

- the above two (2) members were re-elected on June 29, 1994

Director Eikichi Ito
- elected on June 29, 1994

~~Director Harunori Takahashi~~
- resigned on December 15, 1994 /
registered on December 19, 1994

Representative

Director Kikuji Yamaguchi
2-15-19, Kakinokizaka, Meguro-ku, Tokyo

Auditor Ryuichiro Horie
Auditor Toyokazu Akimoto

- the above four (4) members were re-elected on June 29, 1994

Auditor Noboru Ikeya
- elected on June 29, 1994

Company name : J.R.J. Co., Ltd.

Other matters: • Name and address of share transfer agent:
The Mitsui Trust and Banking Co., Ltd (Head office)
2-1-1, Nihonbashi-muromachi, Chuo-ku, Tokyo

The Mitsui Trust and Banking Co., Ltd (Securities Department)
2-1-1, Nihonbashi-muromachi, Chuo-ku, Tokyo

• One unit of shares: 1,000 shares

Company name : J.R.J. Co., Ltd.

Branch: 172-5, Karihara, Nakashinden, Kami-gun, Miyagi
- winded up on July 30, 1994 /
registered on August 1, 1994

This is a transcript of the register.

May 16, 1995

Tokyo Legal Affair Bureau

Registrar: Yuji Hikita

枚数	ジェーアールジェー株式会社				平成 年 月 日 変更 平成 年 月 日 登記	変更年月日	日
	本店 東京都新宿区西新宿1丁目26番2号 新館17階						
公告する方法	東京都において発行する日本経済新聞に掲載する				平成 年 月 日 変更 平成 年 月 日 登記	年	月
	額面株式1株の金額 金50円						
発行する株式の総数	3600万株				平成 年 月 日 変更 平成 年 月 日 登記	年	月
	額面株式1株の金額 金50円						
発行済株式の総数並びに種類及び数	900万株				平成 年 月 日 変更 平成 年 月 日 登記	年	月
	金7億5000万円						
資本金の額				昭和44年4月11日			
会社成立の年月日				平成6年7月11日 東京都世田谷区新町2丁目18番5号			
登記用紙を起こした事由及び年月日				から本店移転			

印 登 九一



平 年 成 6 年 7 月 1 8 日 登 記



商 号 資 本 額

目 的

- 1、保健栄養食品ローヤルゼリーの製造および販売
- 2、原乳および保健栄養食品ローヤルゼリーの輸出入および販売
- 3、化粧品および化粧石鹸の製造および販売
- 4、医薬品の製造および販売
- 5、医薬部外品の製造および販売
- 6、健康食品および農水産物の生産・輸出入および販売
- 7、養蜂業
- 8、不動産の売買・仲介・賃貸・管理
- 9、前各号に付帯する一切の業務

商 号 ジェーアールジェー株式会社

本 店 東京都新宿区西新宿1丁目26番2号 新宿野村ビル17階

役員に関する事項	年	月	日	原 因	年	月	日	原 因
取締役 山口 喜久二	平成	年	月	日	平成	年	月	日
取締役 大島 敏司	平成	年	月	日	平成	年	月	日
取締役 布目 博明	平成	年	月	日	平成	年	月	日
取締役 尾崎 伸吾	平成	年	月	日	平成	年	月	日
取締役 諸橋 俊幸	平成	年	月	日	平成	年	月	日
取締役 藤田 好英	平成	年	月	日	平成	年	月	日
取締役 山野 哲雄	平成	年	月	日	平成	年	月	日

役員に関する事項	年	月	日	原 因	年	月	日	原 因
取締役 山崎 正博	平成	年	月	日	平成	年	月	日
取締役 種子島 久時	平成	年	月	日	平成	年	月	日
取締役 伊藤 栄吉	平成	年	月	日	平成	年	月	日
取締役 高橋 治一	平成	年	月	日	平成	年	月	日
東京都目黒区柿の木坂2丁目15番19号 代表取締役 山口 喜久二	平成	年	月	日	平成	年	月	日
監査役 堀江 隆一郎	平成	年	月	日	平成	年	月	日
監査役 秋本 豊一	平成	年	月	日	平成	年	月	日
監査役 池谷 昇	平成	年	月	日	平成	年	月	日

商 号 ジェーアールジェー 株式会社

その他の事項

名義書換代理人の氏名及び住所並びに営業所

東京都中央区日本橋室町2丁目1番1号
三井信託銀行株式会社

東京都中央区日本橋室町2丁目1番1号
三井信託銀行株式会社証券代行部

一単位の株式の数 1,000株

