

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

F9500000 4627



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 689363 4636A

AUTHORIZATION :

Patricia Pyritz

COST LIMIT : \$ 70.00

ORDER DATE : September 22, 1995

ORDER TIME : 9:21 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

400001591644

FOREIGN FILINGS

KB

FILED
SEP 22 1995
FBI

NAME: SEA-COM CORPORATION (JAPAN)

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

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.

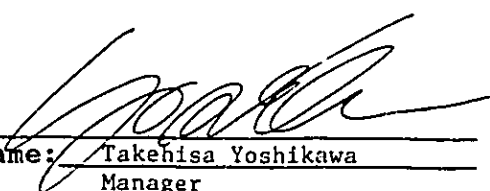
3. The Property in question has been leased for a 10-year period to another entity. This other entity has contracted with a management company for the operation of the Property.

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 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。

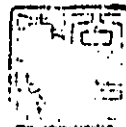
よつて、これを認証する。

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**
7. by the **Ministry of Foreign Affairs**
8. 95 - No 010057
9. Seal/stamp:

6. **JUN. 23. 1995**

10. Signature:



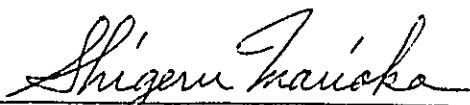
Takeo SAITO
For the Minister for Foreign Affairs

Registered No. 114

NOTARIAL CERTIFICATE

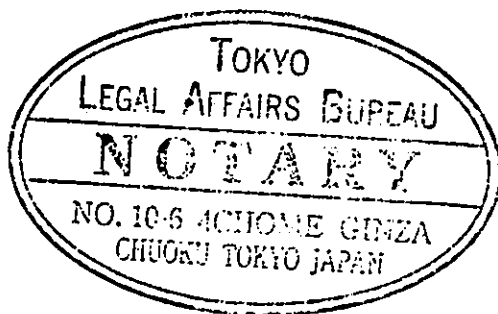
This is to certify that *MR. TAKEHISA YOSHIKAWA*
has acknowledged himself in my very presence that the signature
on the attached document is his own.

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. *SEA-COM CORPORATION (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. 99-0107244

(F.E.I Number, if applicable)

4. April 30, 1916

(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 §817.155 F.S.)

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

7. (Principal): 11-30, Nagata-cho 1-chome, Chiyoda-ku, Tokyo, Japan

(Mailing):

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

8. Sea transportation, Shipping agent, 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

Representative

Gail Shelly
GAIL SHELLEY

(Signature) Date: _____

1995

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.

CHS/FORMS/1.2 PM/11.10/05/27/95

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

12. NAME OF DIRECTORS and/or OFFICERS:

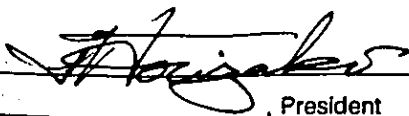
A. DIRECTORS:

Representative Director: Tatsuo Horisaki
address: 1872-39, Hananoi, Kashiwa-shi, Chiba, Japan
Managing Director: Shiro Shikai
address: 9-14, Yamato-cho 4-chome, Nakano-ku, Tokyo, Japan
Director: Yasutaka Koteda
address: 4-19, Naruse 6-chome, Machida-shi, Tokyo, Japan
Director: Hiroshi Iijima
address: 1-15, Minami-oizumi 5-chome, Nerima-ku, Tokyo, Japan
Director: Hidetoshi Ohshima
address: 1-11-505, Shibaura 2-chome, Minato-ku, Tokyo, Japan
Director: Iwao Nomoto
address: 17-20-208, Kinuta 1-chome, Setagaya-ku, Tokyo, Japan

B. OFFICERS:

President: Tatsuo Horisaki
Address: 1872-39, Hananoi, Kashiwa-shi, Chiba, Japan
Secretary: _____
Address: _____
Treasurer: _____
Address: _____
Vice President: _____
Address: _____
Assistant Secretary: _____
Address: _____

13. _____


_____, President

June 27,
DATE: _____, 1995.

14. Tatsuo Horisaki, President

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

CERTIFICATE OF TRANSLATION

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

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


That my name is Mitsutaka Kemmochi;

That my address is 3-2, Nagamine Inagi-shi
Tokyo, 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 : ~~NISSHIN STEAMSHIP CO., LTD.~~
SEA-COM CORPORATION
- Changed on July 1, 1990
- Registered on July 2, 1990

Head office : ~~1-1, Marunouchi 3-chome, Chiyoda-ku, Tokyo-~~
11-30, Nagata-cho 1-chome, Chiyoda-ku, Tokyo
- Changed on October 16, 1988
- Registered on October 17, 1988

Method of public notice : Displayed in "Kanpo" (the official gazette)

Par value of each share : Fifty (50) Yen

Total number of shares
authorized to be issued : ~~Seventy Six Million (76,000,000) shares-~~
One Hundred Forty Million (140,000,000) shares
- Changed on June 28, 1990
- Registered on July 2, 1990

Total number of shares
already issued : ~~Nineteen Million One Hundred Thousand (19,100,000) shares-~~
Thirty Five Million One Hundred Thousand (35,100,000) shares

Total amount of capital ~~One Billion Five Hundred Seventy Eight Million.~~
~~(1,578,000,000) Yen-~~
Fourteen Billion Three Hundred Seventy Eight Million
(14,378,000,000) Yen
- Changed on July 12, 1989
- Registered on July 12, 1989

Establishment of the
Company : April 30, 1916

Company name:

~~—NISSHIN STEAMSHIP CO., LTD.—~~
SEA-COM CORPORATION

Corporation Purpose:

1. Sea transportation
2. Shipping agent
3. Shipping brokerage
4. Transportation service around harbour
5. Warehouse
6. Marine and fire insurance agent
7. Management and consultation of sports and cultural institutions
8. Management of hotels and restaurants
9. Travel agent under Travel Agent Law
10. Tourist business
11. Purchasing and selling, leasing, intermediating and maintaining property
12. Lease and finance, and holding, investment, purchase and sale of securities
13. Sale of member's ticket of general resort facilities with sports, lodging, cultural and recreation institutions
14. Guarantee and investment in other business
15. All business related to the above business

- Changed on June 29, 1989

- Registered on July 7, 1989

Company Name : SEA-COM CORPORATION
Head office : 11-30, Nagata-cho 1-chome, Chiyoda-ku, Tokyo

Matters concerning to Directors:

~~Auditor~~ ~~Shiro Segawa~~

- re-elected on June 27, 1991 / registered on July 8, 1991
- resigned on June 29, 1993 / registered on June 30, 1993

~~Director~~ ~~Seishi Takemasu~~

~~Director~~ ~~Masahira Ohta~~

~~Representative Director~~ ~~Seishi Takemasu~~

~~26-1, Seijo 9-chome, Setagaya-ku, Tokyo~~

- the above three (3) members were elected on June 26, 1992 / registered on June 30, 1992

~~Auditor~~ ~~Hiroshi Kodama~~

~~Auditor~~ ~~Kensaku Okamoto~~

- the above two (2) members were re-elected on June 26, 1992 / registered on June 30, 1992

~~Director~~ ~~Harunori Takahashi~~

- resigned on December 29, 1994 / registered on January 6, 1995

~~Director~~ ~~Seishi Takemasu~~

- resigned on June 29, 1994 / registered on June 30, 1994

~~Director~~ ~~Masahira Ohta~~

- resigned on June 28, 1994 / registered on June 30, 1994

Director Tatsuo Horisaki

Director Shiro Shikai

Director Yasutaka Koteda

Director Hiroshi Iijima

~~Representative Director~~ ~~Seishi Takemasu~~

~~26-1, Seijo 9-chome, Setagaya-ku, Tokyo~~

- the above eight (8) members were re-elected on June 29, 1993 / registered on June 30, 1993
- resigned on June 29, 1994 / registered on June 30, 1994

Auditor Shigesuke Miyaji

- elected on June 29, 1993 / registered on June 30, 1993

Director Hidetoshi Ohshima

Director Iwao Nomoto

Representative Director Tatsuo Horisaki

1872-39, Hananoi, Kashiwa-shi, Chiba

- the above three (3) members were elected on June 29, 1994 / registered on June 30, 1994

Company Name : SEA-COM CORPORATION
Head office : 11-30, Nagata-cho 1-chome, Chiyoda-ku, Tokyo

Matters concerning to Directors:

Director Hiroshi Kodama
- re-elected on June 29, 1994 / registered on June 30, 1994
Auditor Yasuo Takahashi
- elected on June 29, 1994 / registered on June 30, 1994
Auditor Kensaku Okamoto
- re-elected on June 29, 1994 / registered on June 30, 1994

Company name : ~~-NISSHIN-STEAMSHIP CO., LTD.-~~
SEA-COM CORPORATION

Other matters:

Absorbed: Kowa Shosen Co., Ltd.
2-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
registered on May 30, 1975

Number of one unit of shares: 1,000 shares
- Settled on October 1, 1982
- Registered on October 2, 1982

Agent for transfer of shares:

Name: Mitsui Trust & Banking Co., Ltd.
Head Office: 1-1, Nihonbashi-Muromachi 2-chome, Chuo-ku, Tokyo

Office in charge: Mitsui Trust & Banking Co., Ltd.
Stock Transfer Department
1-1, Nihonbashi-Muromachi 2-chome, Chuo-ku, Tokyo
- Settled on September 1, 1988
- Registered on September 22, 1988

This is a transcript of the register.

May 24, 1995
Tokyo Legal Affairs Bureau
Registrar: Shozo Kuwabara

[illegible]

商 号 一 日 新 汽 船 株 式 会 社

ニ ー ム 株 式 会 社

目 的

1. 海上運送業
2. 船舶代理業
3. 海運仲立業
4. 港湾運送業
5. 倉庫業
6. 損害保険代理業
7. スポーツ・カルチャー施設等の経営並びにコンサルタント業
8. ホテル・レストランの経営
9. 旅行業法に基づき旅行業
10. 観光事業
11. 不動産の売買、賃貸借、仲介及び保守管理に関する事業
12. 総合リース業及び金融業並びに有価証券の保有・投資及び売買
13. スポーツ、宿泊、カルチャー、遊園施設等を備えた総合保養施設の利用施設会員権の販売
14. 他の事業に対する保証並びに投資
15. 前各号に付帯又は関連する一切の事業

平成元年6月29日 変 更
平成元年7月7日 登 記

申請人印



目 的 欄

丁

本店 東京都千代田区永田町一丁目11番30号

役員に関する事項

取締役高橋治則

監直役 宮地茂輔

中華民國 年 月 日

就任

平戎 年 月

年 月

申請人照

日新造船株式会社

昭和50年頃

東京都千代田区九の内2丁目之番1号 日新造船株式会社

合併

昭和50年5月30日登記

一 単位の株式の数 1,000株

昭和57年10月1日設定 昭和57年10月2日登記

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二丁目1番1号

三井信託銀行株式会社

営業所

東京都中央区日本橋室町二丁目1番1号

三井信託銀行株式会社証券代行部

昭和63年9月1日設置 昭和63年9月22日登記

これは登記簿の謄本である。

平成7年5月24日

東京法務局

登記官

桑原 昭三

