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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001570238
-08/25/95--01086--005
*****70.00 *****70.00

SUBJECT: SOUTH AMERICAN TRADING INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-17244

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:

Rose L. Lintner

(Name of Person)

CorpAmerica, Inc.

(Firm/Company)

1050 S. State Street

(Address)

Dover, DE 19901

(City, State and Zip Code)

62/9/29
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SECRET
DIVISION OF CORPORATIONS

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

Rose L. Lintner

(Name of Person)

at (302) 736 - 5510

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



CorpAmerica, Inc.

Corporate Headquarters: 1050 S. State Street • Dover, Delaware 19901
Mailing Address: P.O. Box 811 • Dover, Delaware 19903
(302) 736-5510 • Fax: (302) 736-5620 • Toll Free (U.S. only): (800) 622-6414

CORPORATE SERVICES/SPECIALIZING IN DELAWARE

August 24, 1995

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

RE: SOUTH AMERICAN TRADING INC.

Dear Corporations:

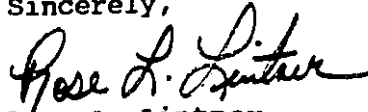
Please file the enclosed Application for Foreign Corporation for Authorization to Transact Business in Florida, for the above referenced corporation. Also enclosed is our check for \$70 to cover the necessary filing fees.

Please return the documents to:

CorpAmerica, Inc.
Rose L. Lintner
1050 S. State Street
Dover, DE 19901

Thank you very much.

Sincerely,


Rose L. Lintner
Customer Service

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1995

JOSE L. LINTNER
ORPAMERICA, INC.
1050 S. STATE STREET
DOVER, DE 19901

SUBJECT: SOUTH AMERICAN TRADING INC.
Ref. Number: W95000017244

We have received your document for SOUTH AMERICAN TRADING INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return a photocopy with your corrected original if you would like a stamped photocopy returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 895A00039849



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1995

ROSE L. LINTNER
CORPAMERICA, INC.
1050 S. STATE STREET
DOVER, DE 19901

SUBJECT: SOUTH AMERICAN TRADING INC.
Ref. Number: W95000017244

We have received your document for SOUTH AMERICAN TRADING INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name you wish to adopt is also unavailable for use in Florida. Enclosed is a new, blank resolution form for your convenience. Please note that you may call the number below to check the availability of any name you wish to adopt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00041659

LC/HC

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MEL GREENBERG, do hereby certify
that this Resolution of the Board of Directors of SOUTH AMERICAN TRADING INC.
a corporation duly organized and existing under the laws of the State of DELAWARE
was duly adopted on SEPTEMBER 25 1995.

Resolved, that SOUTH AMERICAN TRADING INC., organized
and existing in the State of DELAWARE, hereby adopts the
name EMJO, INC. for use in Florida.

Dated: SEPTEMBER 22, 1995


Signature of at least one director

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. SOUTH AMERICAN TRADING INC.

(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. DELAWARE

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. AUGUST 16, 1995

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6.

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

7.

408 MAPLE HILL DR

WOODBIDGE, N.J. 07095

(Current mailing address)

8.

ENGAGE IN ALL LEGAL ACTIVITIES

(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: **CORPAMERICA, INC.**

Office Address: **1525 SOUTH ANDREWS AVENUE, SUITE 216**

FT. LAUDERDALE

, Florida , 33316

(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.

Rose L. Luiters
(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: MEL GREENBERGAddress: 408 MAPLE HILL DRWOODBRIIDGE, N.J 07095

Director: _____

Address: _____

B. OFFICERS

President: JOSHUA SETH GREENBERGAddress: 408 MAPLE HILL DRWOODBRIIDGE, N.J 07095Vice President: ORLANDO RAMON MARTINEZ MONTILLAAddress: AVE ESTE 3, EDIFICIO SKORPIS, PISA 3APT 32 LOS NARANTOS, DEL CAPITALSecretary: OTTO SUAREZ, CONIGO POSTAL 1070CARACAS, VENEZUELAAddress: _____
_____Treasurer: MEL GREENBERGAddress: 408 MAPLE HILL DRWOODBRIIDGE, N.J 07095

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.

MEL GREENBERG TREASURER
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH AMERICAN TRADING INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 29 10:33



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7618903

08-24-95