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FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER
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MIAMI, FLORIDA 33131

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PAUL A. LESTER, PA
DAVID SHEAR, PA

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO
MANZMAN CRIDEN KORGIC
HERTZBERG & CHAYKIN, PA.

OF COUNSEL
PETER N. WEINER

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-10/30/95--01022--002
*****122.50 *****122.50

October 18, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Far East Ventures, Ltd., Corp.

Dear Sir or Madam:

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 undersigned at the above address.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Paul A. Lester

PAL/cs

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W95-21615
95 DEC -7 AM 9:29
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name conflict
P93-38904



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1995

PAUL A. LESTER
FIELDSTONE LESTER & SHEAR
200 SOUTH BISCAYNE BLVD., STE. 2100
MIAMI, FL 33131

SUBJECT: FAR EAST VENTURES, LTD., CORP.
Ref. Number: W95000021615

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We have received your document for FAR EAST VENTURES, LTD., CORP. and your check(s) totaling \$122.50. 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 DOCUMENT SPECIALIST indicated.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or

conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 695A00048690

AFFIDAVIT

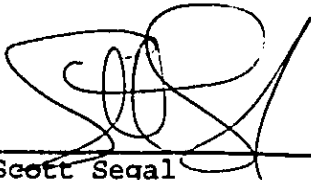
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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DIVISION OF CORPORATIONS
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BEFORE ME, the undersigned authority, personally appeared Scott Segal (hereinafter referred to as "Affiant"), who being by me first duly sworn, on oath said:

1. That he is the Chairman and Vice-President of Far East Ventures, Ltd., a British Virgin Islands corporation (the "Corporation").
2. That the Corporation is in the process of registering to transact business in the State of Florida.
3. That erroneous information was listed on Item 6 of the Application by Foreign Corporation for Authorization to Transact Business in Florida.
4. That the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

FURTHER AFFIANT SAYETH NAUGHT.

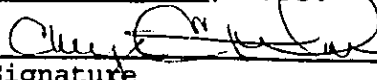


Scott Segal

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Scott Segal, who is personally known to me or who has produced _____ as identification and who did take an oath, acknowledged before me that he executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 28 day of November, 1995.



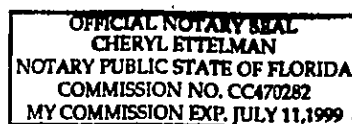
Signature

Cheryl Ettelman

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:

lester\segal\far.aff

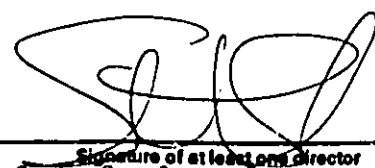


RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Scott Segal, do hereby certify
that this Resolution of the Board of Directors of Far East Ventures, Ltd.,
a corporation duly organized and existing under the laws of ~~the State of~~ British Virgin Islands,
was duly adopted on _____, 19 95.

Resolved, that Far East Ventures, Ltd., organized
and existing in ~~the State of~~ British Virgin Islands, hereby adopts the
name Far East Ventures, Ltd. Group, Corp. for use in Florida.

Dated: _____



Signature of at least one director
Scott Segal
Chairman and
Vice-President

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**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. Far East Ventures, Ltd.
(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. British Virgin Islands
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. November 30, 1993
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Proposed Date: December 15, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4565 Ponce de Leon Blvd., Suite 100A
Coral Gables, FL 33145
(Current mailing address)
8. All lawful Business
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Paul A. Lester
Office Address: 200 S. Biscayne Blvd. #2100
Miami, Florida, 33131
(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.



(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Scott Segal
Address: 4565 Ponce de Leon Blvd., Coral Gables, FL 33145
Vice Chairman: _____
Address: _____

Director: Kui-Shing Lai
Address: 4703 Central Plaza, 47/F
18 Harbour Road Wanchai Hong Kong
Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Kui-Shing Lai
Address: 4703 Central Plaza, 47/F
18 Harbour Road Wanchai Hong Kong
Vice President: Scott Segal
Address: 4565 Ponce de Leon Blvd., Coral Gables, FL 33145

Secretary: Kui-Shing Lai
Address: 4703 Central Plaza, 47/F
18 Harbour Road, Wanchai, Hong Kong

Treasurer: Lillian Wai
Address: 4703 Central Plaza, 47/F
18 Harbour Road, Wanchai, Hong Kong

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. Scott Segal, Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95DEC-7 AM 9:29



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

CERTIFICATE OF GOOD STANDING (Section 114)

No. 101678 FAR EAST VENTURES, LTD.

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

1. The above company was duly (incorporated) ~~under~~ under the provisions of the International Business Companies Act, Cap. 291 on the 30th day of November, 19 93 as Company No. 101678 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 27th day of July 19 95

Asst. REGISTRAR OF COMPANIES

95 DEC - 1 PM 9:29
FOR OFFICIAL USE