

F96000001456
LAW OFFICES
EDUARDO ARANGO, P.A.
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD
SUITE 301
CORAL GABLES, FLORIDA 33134

January 31, 1996

TELEPHONE: (305) 441-0770
FAX: (305) 443-0023

Florida Department of State
Foreign Qualification and Tax Lien Section
P. o. Box 6327
Tallahassee, FL 32314

000001706170
-02/05/96--01046--005
****122.50 ****122.50
000001706170
-02/08/96--01090--001
****200.00 ****200.00
WY-2953
P. 369

Re: **Inversiones Cifuentes C.A., Inc.**

Gentlemen:

000001706170
-02/23/96- 01078- 002
*144000.00 *444000.00

Enclosed please find copy of the 1982 Alien Annual Report of Inverciones Cifuentes C.A. (please note the misspelling of Inverciones with a "c" which is Inverciones Cifuentes C.A.).

The Shareholders and Directors of the corporation are foreign nationals of Venezuela and were unaware that there has to be an annual report filed thereafter for all successive years even though the corporation was inactive. It was a passive owner until 1992.

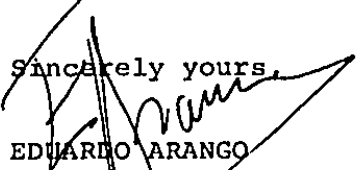
We are enclosing the forms for "Application by Foreign Corporation for Authorization to Transact Business in Florida" which were remitted to us pursuant to your letter of August 31, 1995 (see copy enclosed).

We are also enclosing the Annual Report for 1996 together with the fees for this year. We are hereby requesting that due to the inactivity of the corporation for the years prior to 1992 and the lack of knowledge of the foreign owners, that the fees for the prior years as well as penalties be waived by the Department. #3/21

If any amounts are owed for the years 1992 to date, please advise as to the sum of said amount.

Thaking you in advance for your cooperation in this matter, I remain

Sincerely yours,


EDUARDO ARANGO

EA:ab
Encls.

P.S. We are enclosing photocopy of the Commercial Registry of Miranda State in the Republic of Venezuela when

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 2:54

Florida Department of State
January 31, 1996
Page Two

the corporation was incorporated on 12/29/78 as well as photocopy of a meeting held on 2/23/87, both of which, in addition to being photocopies, have not been translated due to their non-compliance with your requirements. Mr. Cifuentes, who is traveling back to Venezuela, will obtain a certified copy of the actual status of the corporation which we will translate and forward to you immediately upon our receipt.

LAW OFFICES
EDUARDO ARANGO, P.A.
A PROFESSIONAL ASSOCIATION

1313 PONCE DE LEON BOULEVARD
SUITE 301
CORAL GABLES, FLORIDA 33134

March 18, 1996

TELEPHONE: (305) 441-0770
FAX: (305) 443-6023

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Inversiones Cifuentes C.A.
Ref. No. W96000002953

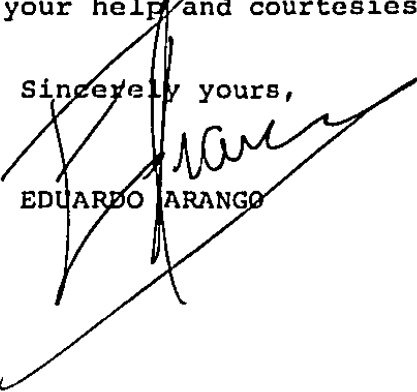
Dear Mr. Collins:

Enclosed please find the requested good standing certificate of Inversiones Cifuentes, C.A., a Venezuelan corporation, together with its English translation. We hope it meets your requirements.

As per our telephone conversation, please confirm in writing that all civil penalties have been waived by the Department and that all fees are current.

Thanking you for all your help and courtesies in this matter, I remain

Sincerely yours,


EDUARDO ARANGO

EA:ab
Encls.



FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State

February 8, 1996

EDUARDO ARANGO, ESQ.
EDUARDO ARANGO, P.A.
1313 PONCE DE LEON BLVD, SUITE 301
CORAL GABLES, FL 33134

SUBJECT: INVERSIONES CIFUENTES C.A.
Ref. Number: W96000002953

We have received your document for INVERSIONES CIFUENTES C.A. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

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 \$4600.

I have applied the \$200 annual report fee remitted to the total annual report fees due this office by Inversiones Cifuentes, C.A., for transacting business in Florida without authority since 1992. The remaining annual report fees due this office are \$600.

In order for the Department of State (Department) to consider INVERSIONES CIFUENTES C.A.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

- 1) copies of the corporation's last five federal corporation income tax returns
- 2) a check made payable to the Florida Department of State in the amount of \$600.00, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider INVERSIONES CIFUENTES C.A.'s request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call
(904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 896A00005613



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: February 26, 1996

RE: Inversiones Cifuentes C.A.

Based on a review of the file and the tax returns provided by this corporation, it is my recommendation that this file be closed, all penalties be abated, and this corporation be qualified to do business in Florida. This corporation has paid all outstanding annual report fees. This corporation has operated at or near a loss for each of the past three years and cannot afford to pay the outstanding penalties. As such, all penalties have been waived, and this corporation should be qualified to do business in this state.

MWD/mwd

**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. INVERSIONES CIFUENTES C.A.
(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. Republic of Venezuela
(State or country under the law of which it is incorporated)
3. 52-1858479
(FEI number, if applicable)
4. 12/29/78
(Date of Incorporation)
5. 40 years
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Viciano & Shafer, P.A.
2600 Douglas Road, PH 8
Coral Gables, FL 33134
(Current mailing address)
8. Investments
(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: Enrique Viciano

Office Address: 2600 Douglas Road, PH 8

Coral Gables, Florida, 33134
(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.

Enrique Viciano

(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)

Managing Director:

~~Chairman:~~ ADRIANO CIFUENTES MENENDEZ

Esquina Puente Victoria, Edificio Centro Villasmil
1er Piso, Of. 109, Caracas, Venezuela

Managing Director:

~~Vice Chairman:~~ SOLEDAD RODRIGUEZ DE CIFUENTES

Address: Same as above

Managing Director: MARIBEL CIFUENTES RODRIGUEZ

Address: Same as above

Managing Director: ADRIANO CIFUENTES RODRIGUEZ

Address: Same as above

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

Managing Director:

~~President:~~ ADRIANO CIFUENTES MENENDEZ

Esquina Puente Victoria, Edificio Centro Villasmil
1er Piso, Of. 109
Caracas, Venezuela

Managing Director:

~~Vice President:~~ SOLEDAD RODRIGUEZ DE CIFUENTES

Address: Same as above

Managing Director: MARIBEL CIFUENTES RODRIGUEZ

Address: Same as above

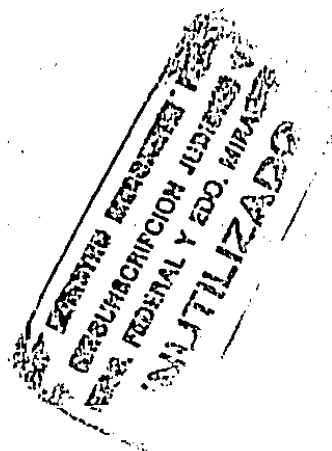
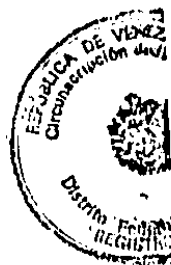
Managing Director: ADRIANO CIFUENTES RODRIGUEZ

Address: Same as above

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 other listed in number 12 of the application)

14. ADRIANO CIFUENTES MENENDEZ, Managing Director
(Typed or printed name and capacity of person signing application)

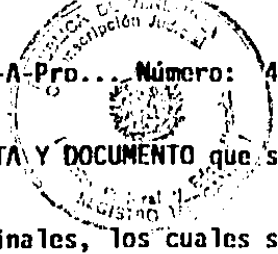


MINISTERIO DE JUSTICIA
REGISTRO MERCANTIL PRIMERO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.T.O. FEDERAL Y EDO. MIRANDA

DOCTORA: MARIA TERESA LUSINCHI CASTILLO, REGISTRADOR MERCANTIL PRIMERO DE
LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA.

C E R T I F I C A

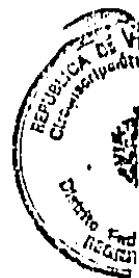
Que el asiento de Registro de Comercio transcrito a continuación, cuyo original
está inscrito en el Tomo: 54-A-Pro... Número: 43 del año 1.996 .
así como LA PARTICIPACION, NOTA Y DOCUMENTO que se copian de seguida
son traslado fiel de sus originales, los cuales son del tenor siguiente



ESTE FOLIO PERTENECE A:
INVERSIONES CIFUENTES, C.A
14/AUR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 2:54

REPOSICION DE
REUNION DE
FED. FEDERAL Y EDO. MEXICO
UTILIZADO




Dra. Melba L. Ferrer Gil
Instituto N° 40.803

107351 04.03-96

Intervención	300
Plumilla	18700
Oficial	32924
Escritor	5761820
Visto Bueno	3880

107351

CIUDADANO:

REGISTRADOR MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION JUDICIAL DEL

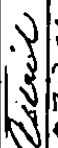
DISTRITO FEDERAL Y ESTADO MIRANDA.-

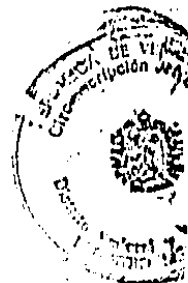
Su Despacho:

Yo, Adriano Cifuentes Menéndez, venezolano, mayor de edad, Comerciante de este domicilio, casado, titular de la cédula de identidad Nro.V-1.891.876, en mi carácter de Director Gerente y suficientemente autorizado en Asamblea General Extraordinaria de Accionistas de fecha 27 de Febrero 1996, de la compañía INVERSIONES CIFUENTES C.A, constituida e inscrita en el Registro Mercantil Primero de esta Circunscripción Judicial, en fecha 29 de Diciembre de 1978, bajo el Nro. 41, Tomo 145-A, ante Usted respetuosamente ocurro y expongo:

Acompaño a los fines de su registro y archivo transcripción del Acta de Asamblea General Extraordinaria de Accionistas de mi representada, celebrada en su Sede Social el día Martes 27-02-96 por cuanto las autoridades de Los Estados Unidos de Norte América así lo exigen, dado que INVERSIONES CIFUENTES C.A ha venido desarrollando actividades comerciales en Miami y dicho País necesita tener constancia actual, que mi representada no ha sido disuelta ni se pretende disolver. Igualmente se prorroga anticipadamente a la Junta Directiva en sus cargos para el próximo periodo de Diez (10) años.. Solicito que ordenado como sea el registro y archivo del acta en referencia, así como la presente participación se me expida dos (2) Copias Certificadas del auto que sobre ella recaiga a los fines de dar cumplimiento al requisito de publicación de Ley. Es Justicia, en Caracas a los días de su presentación.

REGISTRO MERCANTIL PRIMERO

FUNCIONARIO	
N°	07351
FIRMA	04-03-96



ESTADOS UNIDOS MEXICANOS
SECRETARÍA DE INTERIOR
JEFATURA FEDERAL Y EDO. MEXICANOS
INUTILIZADO





MINISTERIO DE JUSTICIA
REGISTRO MERCANTIL PRIMERO
DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

Caracas, *Julio 10* de *1957* de mil novecientos
noventa y *seis* (1956). Por presentado el
anterior documento por su FIRMANTE, para su inscripción en el Registro
Mercantil y fijación. Hágase de conformidad, y ARCHIVASE original. El
anterior documento redactado por Dr. MELBA L. FERRER GIL, se inscribe en
el Registro de Comercio bajo el N.: -43- TOMO -54-A- PRO.. Derechos
Pagados Bs.3880.00 Según Planilla RM N°329242, Banco N°177400 Por
Bs.:1300.00. La identificación se efectuó así: CIFUENTES MENENDEZ
ADRIANO, C.I.: *189/876* - - - - -

El Registrador Mercantil Primero
Fdo. Dra. María Teresa Lusinchí Castillo

ESTA PAGINA PERTENECE A:
INVERSIONES CIFUENTES, C.A
DIV/ 14/AUR

SECRETARIA DE INTERIORES
REGISTRACION JUDICIAL
FEDERAL Y EDO. MIAMI
AUTORIZADO

RECEIVED
FEBRUARY 10 1964
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

RECEIVED
FEBRUARY 10 1964
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C.

107351--

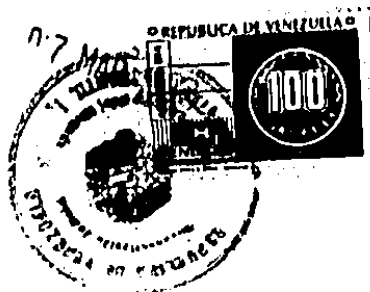
ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS DE LA EMPRESA
INVERSIONES CIFUENTES C.A. CELEBRADA EL ~~DIA~~ 27-02-76

En el día de hoy, Martes ~~27~~ de Febrero de 1976, encontrándose presentes en la sede de la empresa, los accionistas ciudadanos ADRIANO CIFUENTES MENENDEZ, SOLEDAD RODRIGUEZ DE CIFUENTES, MARIBEL CIFUENTES RODRIGUEZ Y ADRIANO CIFUENTES RODRIGUEZ, por estar representado la totalidad del capital social suscrito se prescinde de la convocatoria de Ley, y se procede a deliberar el Orden del Día a tratar en la presente Asamblea General Extraordinaria de Accionistas con motivo de que las autoridades de LOS ESTADOS UNIDOS DE AMERICA, por cuanto Inversiones Cifuentes C.A viene ejerciendo actividades comerciales en Miami, a fin de dejar constancia certificada de la continuidad de la misma, que no ha sido disuelta, ni se pretende disolver. PRIMERO: Dejar constancia de lo siguiente: a) que la compañía desde su Constitución hasta la presente fecha ha continuado ininterrumpidamente sus actividades conexas e inherentes al objeto para la cual fué creada; b) que su Capital es de Un Millón de Bolívars (Bs 1.000.000,00) representado en Un Mil Acciones con un valor nominal de Un Mil Bolívars cada una (Bs 1.000,00 c.u); c) que sus accionistas actuales son los ciudadanos Adriano Cifuentes Menéndez quien posee Setecientas (700) Acciones, Soledad Rodriguez de Cifuentes propietaria de Cien (100) Acciones, Maribel Cifuentes Rodriguez propietaria de Cien (100) Acciones y Adriano Cifuentes Rodriguez propietario de Cien (100) Acciones y d) que su Administración General y Diaria es ejercida por cuatro (4) Directores Gerentes, cuyas atribuciones están contenidas en la Cláusula Novena modificada como consta en Acta registrada en el Registro Mercantil Primero de esta Jurisdicción en fecha 21-10-87, bajo el Nro. 45, Tomo 21-A Pro.. LA ASAMBLEA RESUELVE: Aprobar el

CARACAS, *sete (07)* DE *Mayo* DE MIL NOVECIENTOS
NOVENTA Y *seis* - (FDOS.) CIFUENTES MENENDEZ ADRIANO, Dra.
María Teresa Lusínchi Castillo SE EXPIDE LA PRESENTE COPIA
CERTIFICADA DE PUBLICACION SEGUN PLANILLA N°: 329242

14/AUR

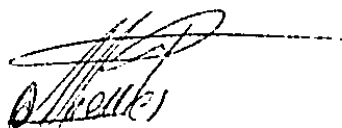
Maria Teresa Lusínchi Castillo
Dra. María Teresa Lusínchi Castillo
REGISTRADOR MERCANTIL PRIMERO



Primer Punto y de la constancia que su contenido es cierto y vigente. SEGUNDO PUNTO: Prorrogar anticipadamente para el próximo periodo de Diez (10) años en sus cargos a los miembros de la Junta Directiva, por cuanto la compañía deberá realizar negociaciones internacionales a largo plazo y no es conveniente para la misma esperar la fecha 20-10-97, en que vence los nombramientos a los cargos de la Junta Directiva. LA ASAMBLEA RESUELVE: Prorrogar anticipadamente para el próximo periodo de Diez (10) años a los Directores Gerentes que la conforman hasta ahora, quienes son los ciudadanos: Adriano Cifuentes Menéndez, Soledad Rodríguez de Cifuentes, Maribel Cifuentes Rodríguez y Adriano Cifuentes Rodríguez. No habiendo otro Punto que tratar se levanta la sesión y conformes firman los presentes. (fdo.) Adriano Cifuentes Menéndez. (fdo) Soledad Rodríguez de Cifuentes. (fdo) Maribel Cifuentes Rodríguez. (fdo) Adriano Cifuentes Rodríguez.

Se autorizó suficientemente al Director Gerente Adriano Cifuentes Menéndez, para que realice la participación de Ley al Registrador Mercantil Primero.

CERTIFICACION: Yo, Adriano Cifuentes Menéndez, venezolano, comerciante, casado, mayor de edad, de este domicilio y titular de la cédula de identidad Nro. 1.891.876, certifico que la presente Acta es copia fiel y exacta de su original que reposa en el Libro de Actas.



MINISTRY OF JUSTICE
FIRST MERCANTILE REGISTRY
OF THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND MIRANDA STATE

DOCTOR: MARIA TERESA LUSINCHI CASTILLO, FIRST MERCANTILE
REGISTRY OF THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT
AND MIRANDA STATE.

C E R T I F I E S

That the docketing in the Ministry of Commerce hereinafter
transcribed, the original of which is recorded in Book:
54-A-Pro...Number: 43 of the year 1996 as well as THE
PARTICIPATION, NOTE AND DOCUMENT which are copies hereinafter
are exact transcripts of the originals, which are the
following

THIS FOLIO PERTAINS TO:
INVERSIONES CIFUENTES, C.A.
14/AUR

Stamp:

(Illegible signature)
Dra. Melba L. Ferrer Gil
Attorney No. 40.503

Received: 07-03/96
Form No. 177400
Offered: 329242
Writer: Mar. 13, 1996
Approval: 5761820

CITIZEN:

FIRST MERCANTILE RECORDER OF THE JUDICIAL DISTRICT OF THE
FEDERAL DISTRICT AND MIRANDA STATE.-

Your Issuance:

I, Adriano Cifuentes Menendez, Venezuelan, of full age,
businessman of this domicile, married, identified with
identity card No. V-1.891.876, as Managing Director and
sufficiently authorized by Special Meeting of Shareholders
dated February 27, 1996, of the corporation **INVERSIONES
CIFUENTES C.A.**, incorporated and registered in the First
Mercantile Registry of this Judicial District on the 29th
of December of 1978, under No. 41, Book 145-A, before you
respectfully appear and express:

I am attaching for the purpose of registry and recording a
transcript of the minutes of the Special General Meeting
of Shareholders of my represented held at its offices on
Tuesday, February 27, 1996, due to the requirement of the
authorities of the United States of America since **INVERSIONES
CIFUENTES C.A.** has been involved in business activities in
Miami and said country needs to have proof that my represented
has not been dissolved and is not planning dissolution. Like-
wise the members of the Board of Directors are ratified in
their positions for the next period of ten (10) years..

I request that registered at it may be in the Registry and
the archives of the minutes in reference as well as to present
participation two (2) certified copies of the action which may
result with the purpose of complying with requirement of
publication by law. It is Justice, in Caracas on the dates
of its presentation.

(signed) Adriano Cifuentes Menendez

MINISTRY OF JUSTICE
FIRST MERCANTILE REGISTRY
OF THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND MIRANDA STATE

Caracas, seventh (7th) day of March of one thousand nine hundred ninety six (/SR and /37). As presented the prior document by its EXECUTOR, for its recording in the Mercantile Registry and notation. Proceed in accord and file the original. The prior document drafted by Dr. MELBA L. FERRER GIL, it is recorded in the Registry of Commerce under No.: -43- BOOK 54-A-PRO.. Duties paid Bs.3880.00 As per Application RM No. 329242, Bank No. 177400 For Bs.1300.00. The identification was effected as follows: CIFUENTES MENENDEZ ADRIANO, ID. #1891876.

First Mercantile Registrar

Signed Dr. Maria Teresa Lusinchi Castillo

THIS FOLIO PERTAINS TO:
INVERSIONES CIFUENTES, C.A.
DIV/14/AUR

SPECIAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY
INVERSIONES CIFUENTES C.A. HELD ON 27-02-96

Today, Tuesday, February 27, 1996, being present in the offices of the company the shareholders citizens ADRIANO CIFUENTES MENENDEZ, SOLEDAD RODRIGUEZ DE CIFUENTES, MARIBEL CIFUENTES RODRIGUEZ and ADRIANO CIFUENTES RODRIGUEZ, since the total issued capital was represented notice of meeting was waived under the Law, and the agenda of the matters were to be dealt before the Special General Meeting of Shareholders called for because of the authorities of the UNITED STATES OF AMERICA, whereas Invesiones Cifuentes C.A. has been carrying on commercial activities in Miami, in order to certify upon the records the continuity of same, that it has not been dissolved, nor intends to be dissolved. FIRSTN To acknowledge the following: a) that the company since its incorporation to the present date has continued without interruption its activities related to and inherent to the object for which it was created; b) that its Capital is One Million Bolivares (Bs. 1,000,000.00) represented by One Thousand Shares with a par nominal value of One Thousand Bolivares each (Bs.1,000.00 each); c) that its present shareholders are the citizens Adriano Cifuentes Menendez who owns Seven Hundred (700) Shares, Soledad Rodriguez de Cifuentes owner of One Hundred (100) Shares, Maribel Cifuentes Rodriguez owner of One Hundred (100) Shares and Adriano Cifuentes Rodriguez owner of One Hundred (100) Shares and d) that its daily and general management is carried out by four (4) Managing Directors, whose duties are contained in the modified Ninth Clause which appears in Minutes recorded in the First Mercantile Registry of this Jurisdiction with dated 21-10-87, under No. 45, Book 21-A Pro.. THE MEETING RESOLVES: To approve the

First Item and acknowledge that its content is true and in full force and effect. **SECOND ITEM:** To prolong anticipatorily for the next ten (10) year period in their offices the members of the Board of Directors whereas the company must effect international transactions on an extended period and it is not convenient for same to wait until October 20, 1997, the date in which the appointments of those holding offices as members of the Board of Directors will be terminated. **THE MEETING RESOLVES:**

To prolong anticipatorily for the next ten (10) year period the Managing Directors presently holding offices which are citizens: Adriano Cifuentes Menendez, Soledad Rodriguez de Cifuentes, Maribel Cifuentes Rodriguez and Adriano Cifuentes Rodriguez. There being no other matters before the Board the meeting is ended and all present in conformity sign as follows. (signed) Adriano Cifuentes Menendez. (signed) Soledad Rodriguez de Cifuentes. (signed) Maribel Cifuentes Rodriguez. (signed) Adriano Cifuentes Rodriguez.

The General Director Adriano Cifuentes Menendez was sufficiently authorized to inform the First Mercantile Registrar of the legal participation.

CERTIFICATION: I, Adriano Cifuentes Menendez, venezuelan, businessman, married, of full age, of this domicile and owner of identity card No. 1.891.876, certify that these minutes of the meeting are true and exact copy of its original which is spread in the Minutes Book.

(signature of Adriano Cifuentes Menendez)

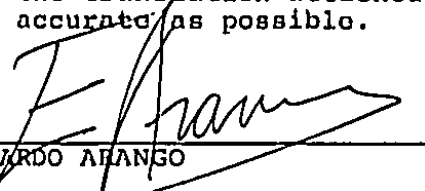
CARACAS, Seven (07) of March of One Thousand Nine
Hundred Ninety Six. (SIGNED) CIFUENTES MENENDEZ
ADRIANO, Dr. Maria Teresa Lusinchi Castillo THIS
CERTIFIED COPY OF PUBLICATION IS ISSUED ACCORDING
TO FORM No. 329242
14/AUR

(Signature)

Dr. Maria Teresa Lusinchi Castillo
FIRST MERCANTILE REGISTRAR

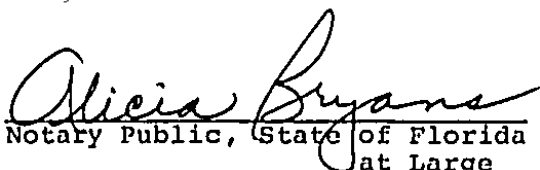
STATE OF FLORIDA :
COUNTY OF DADE : SS:

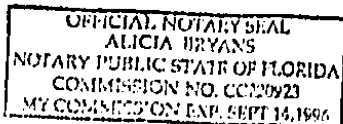
BEFORE ME, the undersigned authority, personally appeared EDUARDO ARANGO, who is personally known to me and who took an oath and who, after first being duly sworn, deposes and states that he is a practicing attorney in the State of Florida with offices located at 1313 Ponce de Leon Blvd., Suite 301, Coral Gables, Florida 33134, that he is fluent in both the English and Spanish languages and that the translation attached to the original document is as accurate as possible.


EDUARDO ARANGO

SWORN TO and subscribed before me this 18 day of March, 1996.

My Commission Expires:


Notary Public, State of Florida
at Large



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 PM 2:54