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PREMIER LEGAL AND FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 967134 4328538

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 967134

800001845858

CUSTOMER NO: 4328538

CUSTOMER: Dorina George, Legal Assistant
Mitsubishi International
520 Madison Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: MC FRESH INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 11:09

RECEIVED
96 MAY 31 AM 10:36
DIVISION OF CORPORATION

**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. MC FRESH 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. _____

(FBI number, if applicable)

4. January 12, 1995

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. MC Fresh Inc., P.O. Box 3484

Peacedale, Rhode Island 02883

(Current mailing address)

8. To import and export, process and sell fresh and frozen seafoods and to transact any other business for which corporations may be qualified under the laws of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) *statutes.*

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Vicki Schreiber Asst. V.P.

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 11:00

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable) **SEE ATTACHMENT**

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

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attachment

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Masatsugu Nakagawa, Exec. VP, COO, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

ADDENDUM

12. Names and addresses of officers and Directors:

A. DIRECTORS

Takeshi Inoue	3-1, Marunouchi 2-Chome, Chiyoda-Ku Tokyo, Japan
I-Cheng Huang	11F-3, No-243, I-Hsin 1st Road Kaohsiung, Taiwan
Masatsugu Nakagawa	17 Edgewood Drive Greenwich, Connecticut 06831
Masamichi Itoh	3-1, Marunouchi 2-Chome, Chiyoda-Ku Tokyo, Japan
Yoji Eto	234 East 46th Street, Apt. 12A New York, NY 10017

B. OFFICERS

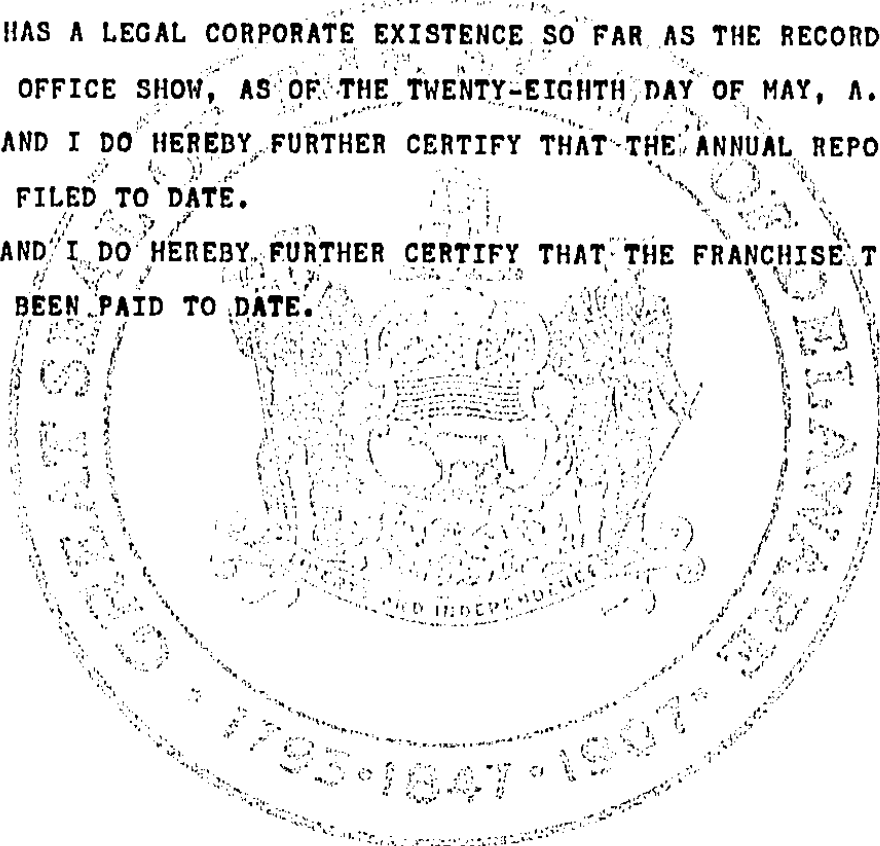
President and CEO:	Takeshi Inoue 3-1, Marunouchi 2-Chome, Chiyoda-Ku Tokyo, Japan
Executive Vice President, COO, Secretary and Treasurer:	Masatsugu Nakagawa 17 Edgewood Drive Greenwich, Connecticut 06831
Executive Vice President:	Masamichi Itoh 3-1, Marunouchi 2-Chome, Chiyoda-Ku Tokyo, Japan

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MC FRESH 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-EIGHTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 11:09



Edward J. Freel

Edward J. Freel, Secretary of State

2470940 8300

960152860

AUTHENTICATION:

7961660

DATE:

05-28-96