

F96000004710

KSK CONSULTANTS CO., LTD.  
555 Atlantic Blvd., 420  
Miami, FL 33126  
Tel: 305-260-4590/Fax: 305-263-9323

September 4, 1996

VIA FACSIMILE: DHL9/4 Overnight

Secretary of State  
Foreign Section  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32399

400001941794  
-09/09/96--01010--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Application to Transact Business in Florida**

Dear Sir:

Enclosed please find our "Application by Foreign Corporation for Authorization to Transact Business in Florida", and our check for \$70 to cover the application fee.

Together with it, you can find for your reference an original of our corporation's Company Registration in Japanese with its certified translation into English, and the Articles of Incorporation as originals and with their translation to English.

We request that your office return the Registration documents to us in the DHL envelope provided within this document, as soon as possible.

If you have any questions, please feel free to contact our office and speak with Mrs. Violet Bianchi, Administration department, or myself.

Sincerely,

  
Mr. Toyoju Saito  
Chief Executive Officer

4/9/13

96 SEP 12 PM 1:01  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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. RSK CONSULTANTS CO., LTD.  
(Name of corporation: 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 it is incorporated)
3. JULY 23, 1987 4. PERPETUAL  
(Date of Incorporation) (Duration)
5. TBA - APPLIED FOR  
(Federal Employer Identification number, if applicable)
6. 3/96  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 6505 BLUE LAGOON DR, SUITE 420 MIAMI, FL 33126  
(Current mailing address)
8. CONSULTING ENGINEERS  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE TRADE REGISTRATION ATTACHED  
Address: \_\_\_\_\_

Vice Chairman: DITTO  
Address: \_\_\_\_\_

Director: DITTO  
Address: \_\_\_\_\_

Director: DITTO  
Address: \_\_\_\_\_

FILED  
SEP 12 PM 1:01  
TALLAHASSEE, FLORIDA

**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. KSK CONSULTANTS CO., LTD.  
(Name of corporation; 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.)

JAPAN

2. \_\_\_\_\_  
(State or country under the law of which it is incorporated)

3. JULY 23, 1987 4. PERPETUAL  
(Date of Incorporation) (Duration)

5. TBA - APPLIED FOR  
(Federal Employer Identification number, if applicable)

6. 3/96  
(Date first transacted business in Florida. See sections 607.1501, 607.1602, and 617.165, F.S.)

7. 6505 BLUE LAGOON DR, SUITE 420 MIAMI, FL 33126  
(Current mailing address)

CONSULTING ENGINEERS

8. \_\_\_\_\_  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

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

A. Directors: MASAHIRO KAKEHI  
Chairman: 1-2-11, ZAIMOKU-ZA, KAMAKURA-SHI, KANAGAWA, JAPAN  
Address: \_\_\_\_\_

NONE

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: OSAMU KAWAGUCHI  
Address: 1-5-8 SETAGAYA, SETAGAYAKU  
TOKYO JAPAN

Director: MASAHIRO FUJISHIMA  
Address: 8-5-7-511, HIGASHISUNA, KOTO-KU, TOKYO, JAPAN

FILED  
56 SEP 12 PM 1901  
U.S. DEPT. OF COMMERCE  
BUREAU OF ECONOMIC ANALYSIS

President: MASAMITSU KAKEHI  
 Address: 1-2-11 "ZAIMOKU" 2K, KOKURAKU SHI  
KANAGAWA, JAPAN  
 NONE  
 Vice President: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 NONE  
 Secretary: \_\_\_\_\_  
 Address: \_\_\_\_\_  
KANICHI SUZUKI  
 Treasurer: \_\_\_\_\_  
 Address: 2-13-13 ASAGAYA MINAMI, SUGINAMI-ku, TOKYO, JAPAN

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: MR. PETER GRUBER  
 Office address: 9100 SOUTH DADELAND BLVD., SUITE 910  
MIAMI, Florida 33156  
 Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above named 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: *Peter Gruber*

12. Attached is a certificate of existence duly authenticated, not more than 60 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.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of this application)

14. TOYOTU SAITO Officer  
 (Name and capacity of person signing application)

## LIST OF DIRECTORS

==== CONTINUED ====

Toyoku SAITO

No. 24, 29-1-Chome, Kasuga-cho  
Nerima-ku, Tokyo  
Japan

Yasuo WAYANABE

35-7, 2-Sandagi  
Bunkyo, Tokyo  
Japan

RECEIVED  
SECURITY DIVISION  
TALLAHASSEE, FLORIDA

95 SEP 12 PM 1:01

**B. Officers:**

SEE TRADE REGISTRATION ATTACHED

President:

Address:

Vice President:

DITTO

Address:

Secretary:

DITTO

Address:

Treasurer:

DITTO

Address:

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: MR. PETER GRUBER

Office Address: 9100 SOUTH DADELAND BLVD., SUITE 910

MIAMI,

Florida

33156

Zip Code

**11. 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:

12. 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.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.

TSYUJI SAITO Officer

(Name and capacity of person signing application)

# Japan Society of South Florida

80 SW 8th Street Suite 2809, Miami, Florida 33130  
Tel. (305)358-6006 Fax (305)374-1030

## TRANSLATION CERTIFICATE

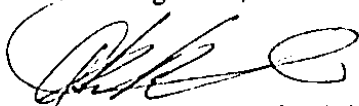
JSSF96A.10

We do hereby certify and affirm that the translators are fluent in both the Japanese and English languages. THAT we have translated the Japanese document into the English language.

THAT the English language document is an accurate translation of the Japanese document below.

Trade Registration of Kokudo System Kaihatsu Consultant Co. Ltd.

Date: August 26, 1996


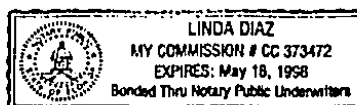


Akiko Endo, Executive Director

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 26th day of August 1996 by Akiko Endo, who is personally known to me.

State of Florida / County of DADE  
The foregoing Instrument was acknowledged before me this  
26th day of August 1996 by Akiko Endo  
Personally Known ☒ OR Produced Identification ☐  
Type of I.D. Produced \_\_\_\_\_  
Linda Diaz (Notary signature)  
Printed name & Comm. # LINDA DIAZ

  
Notary Public

FILED  
95 SEP 12 PM 1:01  
TALLAHASSEE, FLORIDA

# Japan Society of South Florida

80 SW 8th Street Suite 2809, Miami, Florida 33130

Tel. (305)358-6006 Fax (305)374-1030

Translation from Japanese to English

JSSI-96A.10

## Trade Registration

Total Number of Pages:4 (seal)

Trade Name: Kokudo System Kaihatsu Consultant Co. Ltd.

Head Office: 36 2-chome, Kanda Kamiyasu-cho, Chiyoda-ku, Tokyo

Moved to: 1-7 2-chome, Misaki-cho, Chiyoda-ku, Tokyo

On: September 16, 1995

Move registered on September 27, 1995

Public Notice: Publish in the *Official Gazette*

Par Value of a Share: 50,000 yen

Total Number of Shares to be issued: 800 shares

Number of Shares issued: (Crossed out: 200 shares at 1,000,000 yen)

Number of Shares issued: 400 shares at 20,000,000 yen

Changed on June 28, 1996

Registered on July 1, 1996 (seal)

Date of Incorporation: July 23, 1987 (seal)

### Nature of Business:

1. Consulting Services for Architecture and Civil Engineering
2. Studies, architecture/design, survey and management of all architectural, construction and civil engineering
3. Land Development
4. All works related the above business

### Directors and Officers of the Corporation

#### Directors:

Name of Directors

Date Assumed

Date Registered

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SEP 12 PM 1:01  
TALLAHASSEE, FLORIDA



Masahiro Kakehi (crossed out)  
Osamu Kawaguchi  
Masaharu Fujishima

April 30, 1995  
April 30, 1995

September 12, 1995 (Seal)  
September 12, 1995 (Seal)

Chief Executive Officer:  
Masahiro Kakehi (crossed out)  
Controller:

Kaniichi Sugino

April 30, 1995

September 12, 1995

Directors:

Toyoyu Saito (crossed out)  
Yasuo Watanabe

June 19, 1996

July 1, 1996

Chief Executive Officer:

Toyoyu Saito  
No. 24, 29 1-chome, Kasuga-cho  
Nerima-ku, Tokyo

July 19, 1996

July 1, 1996

Other Remarks:

Shareholders are required to receive prior authorization by the Board of Directors in order to transfer shares.

This is to certify that this is the true and exact copy of the original registered at this office.

July 10, 1996

Hiroshi Goto, Registrar (Seal)  
Tokyo Legal Affairs' Bureau

FILED  
1996 SEP 12 PM 1:01  
RECEIVED  
TOLAHASSEE FLORIDA

国士システム開発コンサルタント株式会社

昭和 年 月 日 変更  
昭和 年 月 日 登記  
昭和 年 月 日 変更  
昭和 年 月 日 登記

本店

東京都千代田区神田神保町2丁目36番地

東京都千代田区三崎町2丁目1番7号

昭和 7 年 9 月 16 日 移転  
昭和 7 年 9 月 27 日 登記  
昭和 年 月 日  
昭和 年 月 日 登記  
昭和 年 月 日  
昭和 年 月 日 登記

公告をする方法

官報に掲載してする

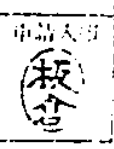
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昭和 年 月 日 登記

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発行済株式の総数 400 株	金 2000 万円	平成 9 年 6 月 28 日変更 昭和 62 年 7 月 1 日登記
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		昭和 年 月 日登記
会社成立の年月日		年 月 日
登記用紙を起した事由及び年月日 設 立		
昭和 62 年 7 月 23 日 登 記		

国士、スラム開発コンサルタント株式会社

本店 東京都千代田区神田神保町-2丁目3番地

その他の事項

株式の譲渡制限に関する規定

当会社の株式を譲渡するには、取締役会の承認を受けなければならない。

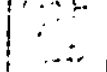
申請人印



目的欄  
予備欄

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CLASSIFIED



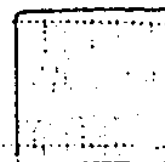
14

これは登記簿の謄本である。

平成8年7月10日

東京法務局

登記官 後藤 博司



印  
登  
前  
九

国士、ス、六間発、リ、ル、ン、ト、株式会社

東京都千代田区神田神保町2丁目36番地

東京都千代田区三崎町2丁目1番2号

氏名	生	年	月	日	因	原	因				
	年	月	日	年	月	日	年	月	日		
取締役 掛樋昌弘	<del>平成</del>	<del>7</del>	<del>年</del>	<del>4</del>	<del>月</del>	<del>30</del>	<del>日</del>	平成	年	月	日
取締役 川口 治	平成	7	年	4	月	30	日	平成	年	月	日
取締役 藤島正治	平成	7	年	9	月	12	日	平成	年	月	日
神奈川県鎌倉市材木座 1丁目2番11号	平成	7	年	9	月	12	日	平成	年	月	日
代表取締役 掛樋昌弘	平成	7	年	9	月	12	日	平成	年	月	日
監査役 杉野完市	平成	7	年	4	月	30	日	平成	年	月	日
取締役 斎藤 豊寿	平成	7	年	9	月	12	日	平成	年	月	日
取締役 渡辺泰男	平成	8	年	6	月	19	日	平成	年	月	日

4丁平成7年9月12日除却

東京都練馬区春日町1丁目  
29番2号

代表取締役 斎藤 豊寿

就任

平成 9 年 7 月 1 日



平成 年 月 日登記

平成 年 月 日

平成 年 月 日

平成 年 月 日登記

平成 年 月 日

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## 定 款

### 第 1 章 総 則

#### ( 商 号 )

第 1 条 当社は、国土システム開発コンサルタント株式会社と称する。

2 当社の英文名は K. S. K. consultant 株式会社と称する。

#### ( 目 的 )

第 2 条 当社は、次の事業を営むことを目的とする。

1. 建築及び土木に関するコンサルタント業
2. 土木並びに建築の調査・設計・測量及び管理
3. 土地の造成
4. 前各項に附帯関連する一切の業務

#### ( 本店の所在地 )

第 3 条 当社は本店を東京都千代田区に置く。

#### ( 公告の方法 )

第 4 条 当社の公告は、官報に掲載してする。

### 第 2 章 株 式

( 発行する株式の総数及び額面株式 1 株の金額 )

第 5 条 当会社の発行する株式の総数は、800 株とする。

当会社の発行する額面株式 1 株の金額は、5 万円とする。

(株式の記名式及び株券の種類)

第 6 条 当会社の株式は、すべて記名式とし、1 株券、5 株券、  
10 株券、50 株券及び 100 株券の 5 種類とする。

(株式の譲渡制限)

第 7 条 当会社の株式を譲渡するには、取締役会の承認を受けなければならぬ。

(名義書換)

第 8 条 株式の取得により名義書換を請求するには、当会社所定の書式による請求書に記名押印し、これに次の書面を添えて提出しなければならない。

1. 譲渡による株式の取得の場合には、株券
2. 譲渡以外の事由による株式の取得の場合には、その取得を証する書面及び株券

(質権の登録及び信託財産の表示)

第 9 条 当会社の株式につき質権の登録又は信託財産の表示を請求するには、当会社所定の書式による請求書に当事者が記名押印し、これに株券を添えて提出しなければならない。  
その登録又は表示のまっ消についても同様とする。

住所及び印鑑を当会社に届け出なければならない。

届出事項に変更が生じたときも、その事項につき、同様とする。

### 第 3 章 株 主 総 会

#### （招 集）

第 1 4 条 当会社の定時株主総会は、営業年度末日の翌日から 3 か月以内に招集し、臨時株主総会は、必要に応じて招集する。

#### （議 長）

第 1 5 条 株主総会の議長は、社長がこれに当たる。社長に事故があるときは、あらかじめ取締役会の定める順序により、他の取締役がこれに代わる。

#### （決議の方法）

第 1 6 条 株主総会の決議は、法令又は定款に別段の定めがある場合のほか、出席した株主の議決権の過半数をもって決する。

### 第 4 章 取締役、取締役会、代表取締役 及び監査役

#### （取締役及び監査役の員数）

第 1 7 条 当会社の取締役は 1 0 名以内とし、監査役は 2 名以内とする。

神奈川県鎌倉市材木座1丁目2番11号

額面株式 170株 掛 樋 昌 弘

東京都世田谷区世田谷1丁目5番8号

額面株式 10株 川 口 治

東京都杉並区阿佐谷南2丁目13番13号

額面株式 5株 杉 野 完 市

東京都文京区本郷5丁目9番7-501号

額面株式 4株 伊 丹 眞 澄

埼玉県狭山市大字北入曽894番地の18

額面株式 2株 池 本 孝 志

東京都江東区大島4丁目1番6-1256号

額面株式 2株 並 木 正 男

東京都荒川区西尾久8丁目31番2-303号

関川コーポ方

額面株式 2株 飯 島 正 博

以上国土システム開発コンサルタント株式会社を設立のため、この  
定款を作成し、発起人が次に記名押印する。

昭和62年7月 日

発起人 掛 樋 昌 弘

発起人 川 口 治

発起人 杉 野 完 市

発起人 伊 丹 眞 澄

発起人 池 本 孝 志

発起人 並 木 正 男

発起人 飯 島 正 博

# Japan Society of South Florida

80 SW 8th Street Suite 2809, Miami, Florida 33130  
Tel. (305)358-6006 Fax (305)374-1030

## TRANSLATION CERTIFICATE

JSSF96A.11

We do hereby certify and affirm that the translators are fluent in both the Japanese and English languages. THAT we have translated the Japanese document into the English language.

THAT the English language document is an accurate translation of the Japanese document below.

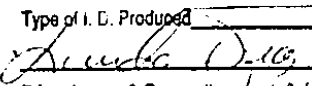
Article of Incorporation of Kokudo System Kaihatsu Consultant Co. Ltd.

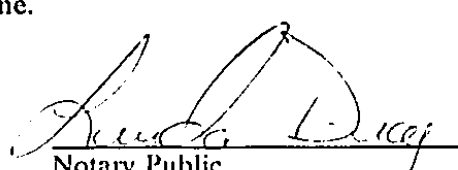
Date: August 26, 1996

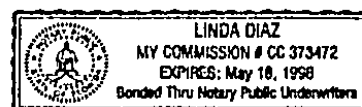
  
Akiko Endo, Executive Director

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 26th day of August 1996 by Akiko Endo, who is personally known to me.

State of Florida / County of DADE  
The foregoing instrument was acknowledged before me this  
26th day of August 1996 by Akiko Endo  
Personally known ☒ OR Produced Identification ☐  
Type of I. D. Produced \_\_\_\_\_  
 (Notary signature)  
Printed name & Comm. # LINDA DIAZ

  
Notary Public



FILED  
1996 SEP 12 PM 1:01  
FEDERAL BUREAU OF INVESTIGATION  
MILWAUKEE, FLORIDA

# Japan Society of South Florida

80 SW 8th Street Suite 2809, Miami, Florida 33130  
Tel. (305)358-6006 Fax (305)374-1030

Translation from Japanese to English

JSSF96A.11

## ARTICLE OF INCORPORATION

### ARTICLE I

#### General

#### Section 1 Trade Name

(1) The name of this corporation shall be Kokudo System Kaihasu Consultant Company Ltd.

(2) The name in English shall be called "K.S.K. Consultant Company Ltd."

#### Section 2 Nature of Business

The corporation is being formed for the following purposes:

- (1) Consulting Services for Architecture and Civil Engineering
- (2) Studies, architecture/design, survey and management of all architectural, construction and civil engineering
- (3) Land Development
- (4) All works related to the above business

#### Section 3 Location of the Registered Head Office

The Head Office of the Corporation shall be located in Chiyoda-ku, Tokyo.

#### Section 4 Public Notice

The public notice shall be placed in the *Official Gazette*.

## ARTICLE II

#### Stock

#### Section 5 Total Number of Shares to be issued and Par Value

Total number of shares authorized to be issued shall be 800 shares and par value shall be 50,000 yen.

**Section 6 Registered Stock and Types of Shares**

Stock of the corporation shall be 'registered name stock' and shall be in five types: one share, five shares, ten shares, 50 shares and 100 shares.

**Section 7 Limitation of Stock Transfer**

Prior authorization is required before transferring shares.

**Section 8 Stock Certificate**

In order to obtain a stock certificate, it is required to fill out and sign a request form provided by the corporation, and to present the following documentation:

- (1) Shares, in the case of stock transfer
- (2) Shares and Document which prove the rightful ownership of shares, in the case of having obtained shares other than transfer.

**Section 9 Registering Pledges and Estate in Trust**

In order to register pledges and estate in trust of the corporate stock, it is required to fill out and sign a request form provided by the corporation and to present the form with shares. Taking off the record of such registration shall be handled in the same manner.

**Section 10 Reissue of Stock Certificate**

When reissue of stock certificate is necessary due to dividing or combining shares, or due to damage, a request form provided by the corporation should be filled out and signed and the form should be presented with shares.

In the case that re-issue is necessary due to loss, a request form provided by the corporation should be filled out and signed and the form should be presented with the original Void Order by court called "Joken Hanketsu" or its copy.

**Section 11 Fee**

Fee for the sections 8, 9 and 10 shall be paid by the party requesting.

**Section 12 Interruption of Recording of Shareholders Names and Deadlines**

The corporation shall suspend recording of any changes of shareholders' names and transactions from the day after the end of the corporate fiscal year until



（役員取締役）

第21条 取締役

（役員）

（代表取締役）

第22条 社長

（社長）

（取締役）

（社長）

（報告）

第23条 監査

（監査）

（営業年）

第24条

（利益配）

（利益配）

第25条

is to the shares may suspend  
confirm his/her ownership by  
uspension of recording in the

er Information

ledgee, legal agents or legal  
d their personal seals with the  
n. Any changes of the above

on shall be held each year  
ecial Meetings may be held

er shareholders' meetings.  
ector pre-determined by the

present at a meeting shall  
by law or by the article of

und Controller

This corporation shall have less than 10 directors and 1 or 2 controllers.

**Section 18 Election of Directors and Controllers**

Directors and Controllers are elected, at Annual Shareholders' Meetings, by a majority vote of the shareholders, represented by shareholders with the total of more than one third of shares of the corporation.

Election of Directors shall not be by cumulative voting.

**Section 19 Terms of Directors and Controllers**

Directors and Controllers shall serve for 2 years until the end of the Annual Meeting which requires final financial reporting of the fiscal year.

Any vacancies occurring in the Board of Directors, including vacancies created by a director or directors who resigned may be filled and shall hold office for the term of directors who vacated the office. In the case any director(s) assume the position due to increased number of directors on the Board of Directors, such person shall hold office until the election of existing directors.

Any vacancies of controller(s) may be filled and such controller shall hold office for the term of the controller who vacated the office.

**Section 20 Call of Board of Directors' Meeting and Chairman of the Meeting**

The president shall call meetings and serve as a chairman of meetings. In the event the president is unable to serve as a chairman, a director shall serve as a chairman of the meeting in accordance to the resolution of the Board of Directors.

Notice of meetings shall be given to directors at least three days before the meeting. In the case of urgency, it can be less than three days.

**Section 21 Chief Executive Officer**

The president shall be the Chief Executive Officer of the corporation, and shall have general and active management of the business and affairs of the corporation. The Chief Executive Officer/President shall be selected among the directors of the corporation.

**Section 22 Compensation**

The shareholders shall have authority to fix the compensation of directors and controllers.

**ARTICLE V**  
**Financial Information**

**Section 24    Fiscal Year**

The fiscal year of the corporation shall be from February 1 through January 31 of each year.

**Section 25    Dividends**

The corporation shall pay dividends to shareholders or pledgee who are listed on the record of shareholders as of the end of fiscal year of each year.

In the event dividends to be paid are not claimed by anyone for three years, the corporation shall consider no obligation to pay such dividends.

**ARTICLE VI**  
**Addendum**

**Section 26    Number of Shares at the time of incorporation**

The total number of shares to be issued at the time of incorporation shall be 200 and its par value 50,000 yen.

**Section 27    Fiscal Year for the First Year of the Corporation**

The fiscal year for the first year of the corporation shall be from the date of incorporation to January 31, 1988.

**Section 28    Terms of the First Directors and Controllers**

The terms of the first directors and controllers shall be one year and the terms end on the day of the First Annual Shareholders' Meeting when the first fiscal reporting is completed.

**Section 29    Incorporator, Address and Number of Shares**

The names of incorporators, their address and number of shares received are as follows:

Masahiro Kakehi

2-11 1-chome, Zaimokuza, Kamakura City, Kanagawa Prefecture

170 Shares

Osamu Kawaguchi

5-8 1-chome, Setagaya, Setagaya-ku, Tokyo

10 Shares

Kanichi Sugino

13-13 2-chome, Asagaya Minami, Suginami-ku, Tokyo

5 Shares

Masumi Itami

9-7-501 5-chome, Hongo, Bunkyo-ku, Tokyo

4 Shares

Takushi Ikemoto

894-18 Onza Kitairiso, Sayama City, Saitama Prefecture

2 Shares

Masao Namiki

1-6-1256 4-chome, Oshima, Koto-ku, Tokyo

2 Shares

Masahiro Iijima

c/o Sekikawa Corp

31-2-303 8-chome Nishioku, Arakawa-ku, Tokyo

2 Shares

This is to certify that this document was drawn up as the Articles of Incorporation of the Kokudo System Kaihatsu Consultant Company Ltd. and that the following persons are the incorporators:

Masahiro Kakeshi

Osamu Kawaguchi

Kanichi Sugino

Masumi Itami

Takeshi Ikemoto

Masao Namiki

Masahiro Iijima

FILED  
96 SEP 12 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA