

TRANSMITTAL LETTER
F96000006596

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: KAEVE S.A.
(Name of corporation - must include suffix)

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-12/18/96--01027---007
*****78.75 *****78.75

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 following:

CARLOS M. TORNERO, ESQ.
(Name of Person)

CARLOS M. TORNERO, P.A.
(Firm/Company)

Suite 600 - 28 W. FLAGLER ST.
(Address)

Miami, FL 33130
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

CARLOS M. TORNERO at (305) 377-1953
(Name of Person) (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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY A 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. KAFUE S.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. URUGUAY
(State or country under the law of which it is incorporated)
3. N/A
(FBI number, if applicable)
4. X 08-1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. April 2, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. JUNCA 1305 - 21st Floor
1100 Montevideo - URUGUAY
(Current mailing address)
8. PROPERTY OWNERSHIP - Condominium - LEASE
(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: GISELA BUSCO
Office Address: 4141 BAYSHORE BLVD. #904
TAMPA, FLORIDA , Florida , 33611
(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.

X Gisela Busco
(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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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: ANTONIO CESAR BUSCO

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

Vice Chairman: CELINA LIA BAYON DE BUSCO

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

Director: CELINA GISELA BUSCO

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

Director: MARIA LIA BUSCO BAYON

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

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

President: ANTONIO CESAR BUSCO

Address: 1100 MONTEVIDEO

JUNCA 1305 - 21st FLOOR - URUGUAY

Vice President: CELINA LIA BAYON DE BUSCO

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

Vice Pres. Secretary: CELINA GISELA BUSCO

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

Vice Pres. Treasurer: MARIA LIA BUSCO BAYON

Address: JUNCA 1305 - 21st FLOOR

1100 MONTEVIDEO - URUGUAY

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X Gisele Busco
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CELINA GISELA BUSCO VICE PRESIDENT.
(Typed or printed name and capacity of person signing application)

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12.

A. DIRECTORS

Anabel Gloria Busco Bayon
Juncal 1305
21st Floor
1100 Montevideo
URUGUAY

B. OFFICERS

Anabel Gloria Busco Bayon , VP
Juncal 1305
21st Floor
1100 Montevideo
URUGUAY

Anabel Busco

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PAPEL NOTARIAL

Af N° 544325

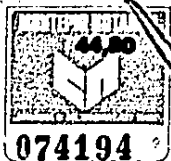


ESG. UBERFIL ZEBALLOS QUINTERO - 00303/1

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UBERFIL ZEBALLOS, ESCRIBANO, CERTIFICO QUE: a) La Sociedad **KAFUE SOCIEDAD ANONIMA**, es persona jurídica hábil, constituida conforme a la legislación uruguaya, con estatutos aprobados e inscritos en el Registro Público y General de Comercio y publicados conforme a la ley. b) De los citados Estatutos resulta que la sociedad tiene plazo vigente, y que la representación jurídica de la misma corresponde al Presidente o Vicepresidente indistintamente o dos Directores cualesquiera actuando en forma conjunta. c) Se encuentra inscrita en la Dirección General Impositiva con el N° 22.292649 0016. d) Según acta que asimismo vi, el Directorio de la Sociedad está integrado de la siguiente forma: **PRESIDENTE: ANTONIO CESAR BUSCO, VICEPRESIDENTE: CELINA LIA BAYON DE BUSCO, VICEPRESIDENTE: CELINA GISELA BUSCO, VICEPRESIDENTE: MARIA LIA BUSCO BAYON y VICEPRESIDENTE: ANABEL GLORIA BUSCO BAYON**, cargos que se encuentran vigentes a la fecha.

EN FE DE ELLO, a solicitud de la Sociedad **KAFUE SOCIEDAD ANONIMA**, y para presentar donde corresponda, expido el presente que sello, signo y firmo en la Ciudad de Montevideo, el doce de julio de mil novecientos noventa y seis.



[Signature]
UBERFIL ZEBALLOS
ESCRIBANO

ARANCEL OFICIAL
Artículo:
Honorario: \$ 242.
Acnt. Not.: \$ 41.80
Fdo. Gremial: \$

Notarized Document No 544325

Notary Public, Uberfil Zeballos Quintero — 06303/1

I Uberfil Zeballos, a Notary Public, Certify that: a) The Corporation KAFUE Inc. is a legally constituted corporation, formed under the current Uruguayan Laws, with a constitution accepted and registered in the Public Registry of General Commerce and published according to the laws in effect. b) According to the above cited corporate by-laws the Corporation is current and that it is legally represented without preference by its Corporate President or the Vice-President or by two of its directors, which ever acting jointly. c) The Corporation is registered in the Registry of the General Direction of Taxes with the No 21 292649 0016. d) According to its by-laws, which I personally observed, the Board of Directors is composed by the following: PRESIDENT: ANTONIO CESAR BUSCO, VICEPRESIDENT: CELINA LIA BAYON DE BUSCO, VICE PRESIDENT: CELINA GISELA BUSCO, VICE PRESIDENT: MARIA LIA BUSCO BAYON AND VICE PRESIDENT: ANABEL GLORIA BUSCO BAYON, director positions which are in forced at this time.

To Bear Witness, at the requested of the Corporation KAFUE Inc, and to be presented anywhere they wish, I issue the present and I seal it, issue and sign in the City of Montevideo, the twelve day of July of nineteen hundred and ninety six.

Document signed by Userfil Zeballos, Notary Public.

On the left side of the document there appears a seal indicating the Official dues and a number 074194 indicating the document registration number.

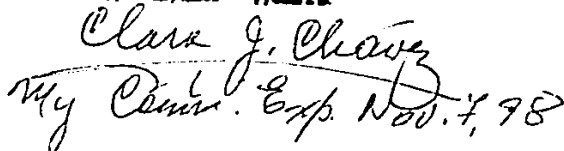
Translated by :


Alec Velasquez
Certified Translator
4014 W. Alva St
Tampa, Fl. 33614



CLARA J. CHAVEZ
My Comm Exp. 11/07/98
Bonded By Service Inc
No. CC409995

11 Personality Known 11 Other L.B.


My Comm. Exp. Nov. 7, 98

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