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10/24/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000017762 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: R.C.I. ROCKWELL CORP. INC.

AUDIT NUMBER.....H97000017762

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS
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10/27

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. R.C.I. ROCKWELL CORP. 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. PANAMA
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. July 3, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11111 Biscayne Blvd. tower I Suite 118 Miami, FL 33181
Same
(Current mailing address)
8. To enter into all transaction, operations, businesses and activities allowed
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida by the State of Florida)

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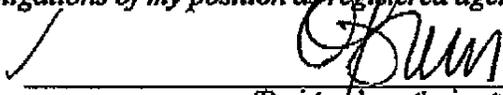
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: ORESTES L. PADILLA

Office Address: 11111 Biscayne Blvd. Tower I Suite 118
Miami, Florida, 33181
(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.

Prepared by: Orestes L. Padilla
11111 Biscayne Blvd., Suite 118, Miami, FL 33181
(305) 892-0442

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Adolfo Valdez Gonzalez

Address: Ave Bilbao Edif. Gavita Planta Baja Panama City, Panama

Director: Maria Elena Cortes de Him

Address: Ave Bilbao Edif. Gavita Planta Baja Panama City, Panama

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

President: Maria Cristina Valenzuela de Espinosa

Address: Ave Bilbao Edif. Gavita Planta Baja Panama City, Panama

Vice President: _____

Address: _____

Secretary: Maria Elena Cortes de Him

Address: Ave Bilbao Edif. Gavita Planta Baja Panama City, Panama

Treasurer: Adolfo Valdez Gonzalez

Address: Ave Bilbao Edif. Gavita Planta Baja Panama City, Panama

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

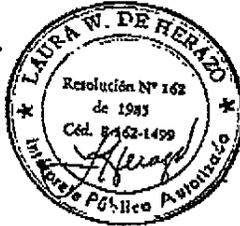
13. Adolfo Valdez Gonzalez Director & Treasurer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Adolfo Valdez Gonzalez Director/Treasurer
(Typed or printed name and capacity of person signing application)

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TRADUCTORES - INTERPRETES



Apartado Postal 87-1833
Panamá 7, Rep. de Panamá
Teléfono: 289-3040
Fax: 289-1987

AUTHORIZED TRANSLATION.-

PUBLIC DEED NUMBER FIVE THOUSAND THREE HUNDRED AND SIXTY SIX-----

----- (5,366) -----

By means of is Certificate of Organization of the Corporation known as "R.C.I. ROCKWELL CORP. INC.", with domiciled in the City of Panama, Republic of Panama, is notarized.

Panama, July 3, 1997

In the City of Panama, Capital of the Republic and Seat of the Notarial Circuit of the same name, on the third (3rd) day of the month of July of nineteen hundred and ninety seven (1997), before me, ENRIQUE BERNABE PEREZ ALVAREZ, Fourth Notary Public of the Panama Circuit, with personal identification card number eight-ninety seven-one hundred and sixteen (8-97-116), personally appeared the following persons to me known: MARIA CRISTINA VALENZUELA DE ESPINOSA, female, of legal age, married in present effect, executive, resident of this city, with personal identification card number E-eight-twenty seven one thousand five hundred and fifty three (E-8-27553) and MARIA ELENA CORTES DE HIM, female, of legal age, married, office clerk, Panamanian, resident of this city, with personal identification card number three-fifty four-one hundred and forty one (3-54-141), submitted for its notarization, as I in effect do, the Certificate of Organization of the Corporation known as "R.C.I. ROCKWELL CORP. INC." organized by them pursuant to the provisions of the General Law on Corporations of the Republic of Panama.-----

The requested notarization is made and shall issue the copies requested by the interested parties.-----

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I made known the appearing party that his deed must be recorded; and read as the same was in the presence of the attesting witnesses Messrs. Santiago Jimenez Moreno, with personal identification card number four-two hundred and thirty one-eight hundred and thirty five (4-231-835) and Jose Roberto Rodriguez Roquebert, with personal identification card number PE-seven-seven hundred and seventy three (PE-7-773), both of legal age, Panamanians, residents of this city, persons to me known, are qualified for the duty, the found it correct, they imparted their approval, and as a matter of record, they all sign it, before me, the Notary whereunto I attest.

THIS PUBLIC DEED BEARS THE NUMBER OF ORDER FIVE THOUSAND THREE HUNDRED AND SIXTY SIX (5,366)

(Sgd.) MARIA C.V. DE ESPINOSA, MARIA E.C. DE HIM
Santiago Jimenez M., Jose R. Rodriguez R.

ENRIQUE B. PEREZ A., Fourth Notary Public of the Panama Circuit

=====

- CERTIFICATE OF ORGANIZATION OF -
- " R.C.I. ROCKWELL CORP. INC. " -

Organized under the laws on Corporations of the Republic of Panama.

We, the undersigned, MARIA CRISTINA VALENZUELA DE ESPINOSA AND MARIA ELENA CORTES DE HIM, of mentioned personal data, with the purpose of organizing a Corporation pursuant to the provisions of Law 32 of 1927 and its amendments, hereby establish and agree the following Certificate of Organization under the following clauses:

ARTICLE FIRST: This is a corporation governed by the laws of the Republic of Panama and is named "R. C. I. ROCKWELL CORP. INC." --

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ARTICLE SECOND: The domicile of the corporation is in the City of Panama, Republic of Panama, but the corporation may have and operate branches, agencies, offices or establishments in any part, within or outside of the Republic of Panama-----

ARTICLE THIRD: The existence of the Corporation shall be PERPETUAL and shall end when it may be declared dissolved, by the favorable vote of at least seventy five percent (75%) of all shares with voting right, issued and outstanding.-----

ARTICLE FOURTH: The object of the Corporation shall be:-----

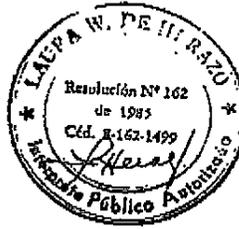
- a) To acquire, purchase, own, sell, encumber, take and give in lease, usufruct, administer, alienate, dispose of and negotiate with all types of goods, movable, immovable; livestock, corporal or incorporales.
- b) To acquire, purchase, own, sell, take and grant in lease, usufruct, administer, take and grant in deposit, transfer, dispose of and negotiate with all types of merchandise, trade items, securities, shares, bonds and negotiable documents, whether or not transferable by endorsement or in any other manner.
- c) To enter into all types of civil, mercantile, public, private contracts, or of any other order, class or nature.
- d) To take and grant money in loan, with or without interest, on credit or at requirement or in any other conditions or modalities.
- e) To invest in other corporations, whatever its type or nature may be, or in established businesses, owned or administered by other persons; corporations, companies, corporations or enterprises.
- f) To import, reexport, issue, reissue, handle, manipulate, transport, receive, deliver, storage, keep, guard, deposit, transform, pack, repack, assemble, label, mark and operate all type of merchandise, products, items, and effect of trade.
- g) To issue, expedite, draw, endorse,

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negotiate, pay, cancel, collect, protest, guaranty, refuse and negotiate with all types of documents or negotiable securities, with all types of obligations of mercantile, civil, stock exchange transactions or any other character, order or nature. h) To establish, own, exploit, administer and in any manner operate businesses and activities of representation, commission or of agency. i) To act, by itself or by order of other companies, corporations, governmental institutions, banks and international organizations in all type of transactions, operations, businesses, acts and activities. j) In general, to enter into all transactions, operations, businesses and activities allowed by Panamanian Laws to Corporations, even though they are not expressly mentioned in these Articles of Incorporation.

ARTICLE FIFTH: The Capital stock shall be represented by ONE THOUSAND (1,000) SHARES, without nominal value.

The amount of the Capital Stock shall be at least equal to the total amount that the Corporation may receive for the issue of shares without nominal value, plus the amount incorporated to the Capital Stock in accordance with resolution of the Board of Directors.

The Board of Directors is entitled to determine the amount for which the Corporation may issue and sell its shares.

All of the shares shall be entitled to one (1) vote, at all General meetings of the Shareholders.

ARTICLE SIXTH: All of the shares shall be issued totally paid and assessed, nominative or to bearer.

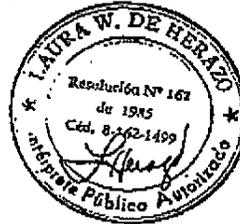
Shares shall be convertible, at the will of each shareholder.

The bearer of a Certificate of Shares issued to bearer may exchange said Certificate for another Certificate in his name.

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for equal amount of shares; the Shareholders shall not be personally responsible before the Corporation, nor before creditors of same, due to businesses, operations and obligations of the Corporation.-----

ARTICLE SEVENTH: It is the duty of the Board of Directors to open and close the subscription of shares, every time it deems it convenient; but shall not issue greater number of shares than that authorized in Article Fifth (5th), of this Certificate.-----

ARTICLE EIGHTH: The Certificate of Shares shall be signed by the President and the Secretary, but the Board of Directors may authorize any of the other officers of the Corporation to sign them.-----

ARTICLE NINTH: The General Board of Shareholders shall exercise the Supreme Power of the Corporation and shall meet any time it may be called by the President or any other official or officer of the Corporation, or to whom the Board of Directors may authorize to call the meeting.-----

ARTICLE TENTH: The meeting of the Board of Shareholders may be held at any place, within or outside of the Republic of Panama, at the place, which in each case may be indicated by the Board of Directors.-----

ARTICLE ELEVENTH: The Board of Directors of the Corporation shall consist of three (3) Directors and shall have absolute control and full management of the businesses and activities of the Corporation, except for those expressly reserved to the Shareholders pursuant to the Laws or these Articles of Incorporation.-----

ARTICLE TWELFTH: It is not necessary to be shareholder in order to be Director.-----

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ARTICLE THIRTEENTH: The Directors may be represented and vote at the meetings of the Board of Directors by means of proxies who need not be Directors or Shareholders and that may be appointed by means of public or private documents, with or without power of substitution.

The Shareholders may be represented by attorneys-in-fact at the meeting.

ARTICLE FOURTEENTH: The Directors may exercise any other position in the Corporation, whether it may be paid or not and may enter into contracts or businesses with same.

ARTICLE FIFTEENTH: The Corporation may have three (3) Officers, to wit: a President, a Treasurer and a Secretary.

It is not necessary that the Officers be Directors or Shareholders.

ARTICLE SIXTEENTH: The same person may perform two (2) or more positions in the Board of Directors of the Corporation.

ARTICLE SEVENTEENTH: THE LEGAL REPRESENTATIVE of the Corporation is THE PRESIDENT of same. In the absence of the President, the Legal Representative of the Corporation shall be the TREASURER.

THE RESIDENT AGENT of the Corporation in the Republic of Panama, shall the attorney HECTOR SPENCER, with P.O. Box number three thousand two hundred and ninety six (3296), Panama four (4), Republic of Panama, who countersigns the minutes and accept the position.

ARTICLE EIGHTEENTH: The DIRECTORS AND OFFICERS of the Corporation shall be the following, while no others are appointed:

| -----NAMES----- | -----POSITIONS----- |
|---------------------------------------|---------------------------|
| MARIA CRISTINA VALENZUELA DE ESPINOSA | - DIRECTOR AND PRESIDENT- |

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ADOLFO VALDES GONZALEZ- - - - -DIRECTOR AND TREASURER-
MARIA ELENA CORTES DE HIM- - - - - DIRECTOR AND SECRETARY-
All domiciled at Fiftieth (50th) street, Colombia Street Corner,
Bella Vista Township, House number twelve (12), Panama, Republic
of Panama.- - - - -

ARTICLE NINETEENTH: The vacancies which may occur in the midst
of the Board of Directors, shall be filled by the remaining
Director or Directors, until the Board of Shareholders makes new
appointments finally.- - - - -

ARTICLE TWENTIETH: The meetings of the Board of Directors shall
be held at the place which the Board of Directors itself may
indicate, within or outside of the Republic of Panama.- - - - -

ARTICLE TWENTY FIRST: The Board of Directors may adopt, alter,
amend and derogate the By-Laws of the Corporation whenever it
deems it convenient.- - - - -

While the Board of Directors has not adopted the By-Laws, all
blanks in the Law or these Articles of Incorporation, shall be
filled by means of resolutions of the Board of Shareholders or of
the Board of Directors.- - - - -

ARTICLE TWENTY SECOND: Each one of the subscribers of this
Certificate agrees in subscribing one (1) share.- - - - -

IN WITNESS WHEREOF, we have extended and signed this Certificate
of Organization in the City of Panama, Republic of Panama, on the
second (2nd) day of the month of July of nineteen hundred and
ninety seven (1997).- - - - -

(Sgd.) MARIA C.V. DE ESPINOSA, MARIA E. C. DE HIM.- - - - -

=====
This copy which I issue, seal and sign on the third (3rd) day of
the month of July nineteen hundred and ninety seven (1997),

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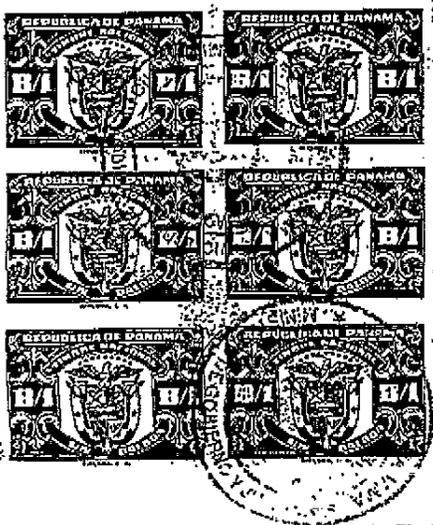


agrees with its original.- (signed) - illegible - Enrique Bernabe Perez A., Fourth Notary Public -- There appears a stamped seal from the Fourth Notary Public Office -- Panama, Republic of Panama.----- PUBLIC REGISTRY OFFICE -- PANAMA --- We present this document at 11:13:38.7 a.m. of July 8, 1997 at Volume 257 -- Folio ---- Entry 8921 of the Journal by Rosidar Sheik -- Fees: B/. 69.00 - Liquidation No. 897105401 - (signed) Alcides R. Tuñon - Chief of the Journal --- There appears a stamped seal from the Public Registry Office - Panama - Republic of Panama.-----

BE REGISTERED -- (signed) Honorina R. de Portillo - Chief of the Section -- (SEAL) ----- THE FOREGOING DOCUMENT HAS BEEN RECORDED AT THE PUBLIC REGISTRY, Microfilm (Mercantile) Section at Microjacket 332687 -- Roll 55081 --- Frame 0065 --- Fees: B/.69.00 --- Panama, July 9, 1997 -- (signed) Arelis Odila E. de Poveda - Chief of the Section.-

THE FOREGOING IS A TRANSLATION INTO ENGLISH OF A DOCUMENT IN SPANISH WHICH WAS SUBMITTED TO ME. PANAMA, OCTOBER 16, 1997

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- APCS
 Panamá
1. País América
 2. El presente documento es de América
 3. en América
 4. en América el día 20 de Octubre de 1997
 5. en Panamá
 6. por D. Arelis Odila E. de Poveda
 7. Bajo el número 20443
 8. Sello/timbre 120
 9. Firma: Arelis Odila E. de Poveda
 10. 120

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Traducciones Internacionales, S. A.
TRADUCTORES - INTERPRETES

Apartado Postal 87-1833
Panamá 7, Rep. de Panamá
Teléfono: 269-3040
Fax: 269-1987



AUTHORIZED TRANSLATION.

JUPO

THE DIRECTION GENERAL OF THE PUBLIC REGISTRY

IN VIEW OF REQUEST: 84022

15/10/1997

CERTIFIES:

-----THAT THE CORPORATION-----

R.G.I. ROCKWELL CORP. INC.

IS RECORDED AT MICROJACKET: 332687 ROLL: 55061 FRAME: 65 SINCE
JULY NINTH OF NINETEEN NINETY SEVEN,

THAT THE CORPORATION IS IN FULL FORCE AND EFFECT

THAT ITS DIRECTORS ARE:

- 1) MARIA CRISTINA VELENZUELA DE ESPINOSA
- 2) ADOLFO VALDES GONZALEZ
- 3) MARIA ELENA CORTES DE HIM

THAT ITS OFFICERS ARE:

PRESIDENT: MARIA CRISTINA VELENZUELA DE ESPINOSA
 TREASURER: ADOLFO VALDES GONZALEZ
 SECRETARY: MARIA ELENA CORTES DE HIM

THAT THE LEGAL REPRESENTATION SHALL BE EXERCISED BY: THE
PRESIDENT. IN THE ABSENCE OF THE PRESIDENT, THE LEGAL
REPRESENTATIVE OF THE CORPORATION SHALL BE THE TREASURER.

DETAIL ON CAPITAL STOCK -

THE CAPITAL STOCK SHALL BE REPRESENTED BY ONE THOUSAND SHARES
WITHOUT NOMINAL VALUE.

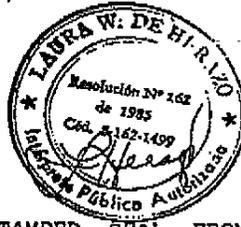
ISSUED AND SIGNED IN THE CITY OF PANAMA, ON OCTOBER FIFTEENTH OF
NINETEEN HUNDRED AND NINETY SEVEN. AT 11:18:02.1 A.M.

(STAMPS ADHERED) -- B/.14.00 -- VOUCHER NO. 84022 - DATE -
15/10/1997 --- (SIGNED) - ILLEGIBLE -- MIGDALIA DE VALDIVIESO -

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CERTIFYING OFFICIAL -- THERE APPEARS A STAMPED SEAL FROM THE PUBLIC REGISTRY OFFICE - REPUBLIC OF PANAMA

THE FOREGOING IS A TRANSLATION INTO ENGLISH OF A DOCUMENT IN SPANISH WHICH WAS SUBMITTED TO ME. PANAMA, OCTOBER 20, 1997.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País Paraguay
2. El presente documento librico
3. ha sido firmado por Laura de Herazo
3. en su calidad de Traductora Publica
4. y es vestido del sello/timbre de 6

CERTIFICADO

5. en Paraguay el día 20-10-97
7. por D. [Signature]
8. Bajo el número 20441
9. Sello/timbre 6
10. Firma: [Signature]

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REPUBLICA DE PANAMA

PAG-

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LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD N. 84022

15/10/1997

C E R T I F I C A

MINISTERIO DE GOBIERNO Y JUSTICIA

QUE LA SOCIEDAD

R.C.I. ROCKWELL C O R P . I N C . SE ENCUENTRA REGISTRADA EN LA FICHA N. 332687 ROLLO- 55081 IMAGEN- 65 DESDE EL NUEVE DE JULIO DE MIL NOVECIENTOS NOVENTA Y SIETE, QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS DIRECTORES SON-
- 1 - MARIA CRISTINA VALENZUELA DE ESPINOSA
- 2 - ADOLFO VALDES GONZALEZ
- 3 - MARIA ELENA CORTES DE HIM

QUE SUS DIGNATARIOS SON-
PRESIDENTE MARIA CRISTINA VALENZUELA DE ESPINOSA
TESORERO ADOLFO VALDES GONZALEZ
SECRETARIO MARIA ELENA CORTES DE HIM

QUE LA REPRESENTACION LEGAL LA EJERCERA
EL PRESIDENTE, EN FALTA DEL PRESIDENTE SERA EL REPRESENTANTE LEGAL DE LA SOCIEDAD EL TESORERO

DETALLE DEL CAPITAL
EL CAPITAL SOCIAL ESTARA REPRESENTADO POR MIL ACCIONES SIN VALOR NOMINAL.

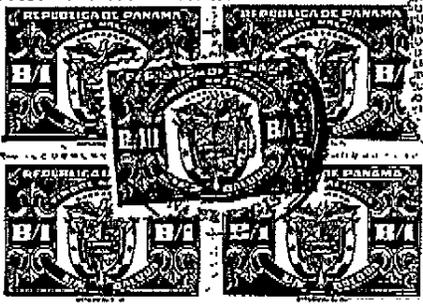
EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL QUINCE DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SIETE, A LAS 11-15-02.1 A.M.

NOTA- ESTA CERTIFICACION PAGA EL IMPUESTO DE TIMBRE POR UN VALOR DE \$/ 1.00 COMPROBANTE NO. 84022 FECHA- 15/10/1997

Hija D. Uberto...
MIGUELIA DE VALDIVIESO
CERTIFICADOR



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