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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOHNNIE C. ROBERTSON

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: MARTISUR INTERNATIONAL CORPORATION

AUDIT NUMBER.....H98000000514

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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DIVISION OF CORPORATIONS

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**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. Martisur International Corporation

(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. British Virgin Islands

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. December 29, 1997

(Date of Incorporation)

5. perpetual

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

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.)

7. Road Town P.O. Box 3321

Tortola, British Virgin Islands,

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.

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

Allen H. Libow
301 Yamato Road, Suite 4199
Boca Raton, FL 33431

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.

By: _____

Allen H. Libow

by G. K. Kuroda as attorney-in-fact

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.

Allen H. Libow | FL Bar Member 899135
Graner, Root & Libow, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-998-3232

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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Enrique Jose Diz
Road Town
P.O. Box 3321
Tortola, British Virgin Islands

B. OFFICERS

PRESIDENT Enrique Jose Diz
Road Town
P.O. Box 3321
Tortola, British Virgin Islands,

SECRETARY Enrique Jose Diz
Road Town
P.O. Box 3321
Tortola, British Virgin Islands,

TREASURER Enrique Jose Diz
Road Town
P.O. Box 3321
Tortola, British Virgin Islands,

13. Signature of an officer listed in item 12:

By: 
by G. K. Kuroda as attorney-in-fact

Date: January 12, 1998

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Allen H. Libow | FL Bar Member 899135
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Boca Raton FL 33431
561-998-3232

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TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 246504

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,

MARTISUR INTERNATIONAL CORPORATION

is incorporated in the British Virgin Islands as an International Business
Company this 29th day of August, 1997.

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

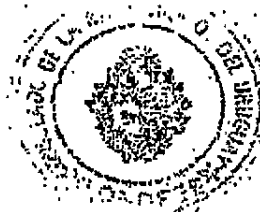
REGISTRAR OF COMPANIES

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)



MEMORANDUM OF ASSOCIATION

OF

MARTISUR INTERNATIONAL CORPORATION

1. NAME

The name of the company is: **MARTISUR INTERNATIONAL CORPORATION**

2. REGISTERED OFFICE

The registered office of the Company will be situated at Drake Chambers, Main Street, Road Town, Tortola, British Virgin Islands.

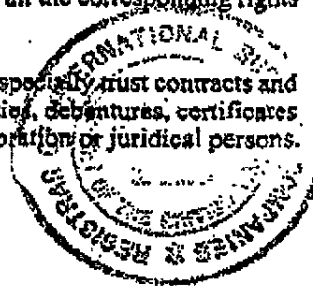
3. REGISTERED AGENT

The registered agent of the Company will be **COMMONWEALTH MANAGEMENT LIMITED**, P.O. Box 3321, Road Town, Tortola, British Virgin Islands.

4. GENERAL OBJECTS AND POWERS

The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in the British Virgin Islands including but not limited to:

- 4.1 a) - Invest, gather or subscribe the necessary capital to promote, establish or develop enterprises and business.
- b) - To subscribe or promote subscription, buy, possess, hold, acquire by any other means and sell, negotiate, guarantee, assign, exchange and transfer by any other means, capital shares, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any private, public or semi-public corporation or juridical person and while being owner of same, possess and exercise all the corresponding rights and privileges.
- c) - To execute all kinds of contracts, for itself or others and specifically trust contracts and for the administration of stocks, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any corporation or juridical persons.



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