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FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~MISS~~ ~~CHERRY~~ Greg
PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TECNLWALD INTERNATIONAL CORPORATION

AUDIT NUMBER.....H98000003407

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1 PAGES..... 3

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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. TECNIWALD 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. July 9, 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. Drake Chambers, Mainstreet, Roadtown

Tortola, BVI

(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

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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.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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

A. DIRECTORS

Alfredo Jimenez
Drake Chambers, Mainstreet, Roadtown
Tortola BVI


B. OFFICERS

PRESIDENT Alfredo Jimenez
Drake Chambers, Mainstreet, Roadtown
Tortola, BVI

SECRETARY
Drake Chambers, Mainstreet, Roadtown
Tortola, BVI

TREASURER
Drake Chambers, Mainstreet, Roadtown
Tortola, BVI

13. Signature of an officer listed in item 12:

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

Date: February 19, 1998

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Miami Beach FL 33139
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PAPEL NOTARIAL

Bn N° 000673



ESC. MARIA SOLEDAD LAFIDO ROVE - 11855/3

I.B.C. No.: 239945



TERRITORY OF THE BRITISH VIRGIN ISLANDS
The International Business Companies Act
(Cap. 291)

Memorandum of Association

and

Articles of Association

of

TECNIWALD INTERNATIONAL CORPORATION

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Incorporated the 9th day of July, 1997



PAPEL NOTARIAL

Bn N° 000672

REG. MARIA SOLEDAD LAPIDO BOYE - 118873

NOTARIZATION

BE IT KNOWN THAT I, Edgar A. C. Hewlett, Notary Public, duly admitted and sworn, being also Counsel and Solicitor of the High Court of Justice of the Organisation of Eastern Caribbean States Supreme Court in the British Virgin Islands Circuit and a practitioner in the said British Virgin Islands, declare that I know personally Brenda Smith, Assistant Registrar of Companies and further that I know her initials appended to this duly registered copy of the Memorandum and Articles of Association of **TECNIWALD INTERNATIONAL CORPORATION, I.B.C.:239845.**

I FURTHER DECLARE that the signature of Thomas J. Ward, authorized signatory of **COMMONWEALTH MANAGEMENT LIMITED**, Subscriber to the Memorandum and Articles of Association of **TECNIWALD INTERNATIONAL CORPORATION** appears to be the true and proper signature of Thomas J. Ward as appears by his signature left in our records.

Dated this 14th day of July, 1997


 Edgar A. C. Hewlett
 Notary Public, British Virgin Islands

MY COMMISSION IS FOR LIFE.

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ESC. MARIA SOLEDAD LAPIDO BOVE 17555/3

REF: TECNIWALD INTERNATIONAL CORPORATION
Memorandum and Articles of Association

APOSTILLE

(Convention de La Haye du 5 Octobre, 1961)

- 1. Country *British Virgin Islands*
- 2. This public document has been signed by: *Edgar A. C. Hewlett*
- 3. Acting in the capacity of: *Notary Public*
- 4. Bears the Seal of: *Edgar A. C. Hewlett*

CERTIFIED

- 5. At: *Road Town*
- 6. On: *This 14th day of July, 1997*
- 7. By: *Assistant Secretary/Deputy Governor's Office*

8. No.: *029761*

9. Seal/Stamp:

10. Signature:



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