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TRANSMITTAL LETTER

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TO: Qualification/Tax Lien Section
Division of Corporations

W98-10154

SUBJECT: NS TRADING, INC. NS Trading International, Inc
(Name of corporation - must include suffix)

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:

William M. Kamen

(Name of Person)

Attorney At Law

(Firm/Company)

One World Trade Center, Suite 8041

(Address)

New York, New York 10048

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 1:29

mtm

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

William M. Kamen

(Name of Person)

at (212) 938-8800

(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 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. NS TRADING, INC. NS Trading International, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 30, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))

7. One World Trade Center, Suite 8041
New York, New York 10048
(Current mailing address)

8. Any lawful activity
(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: William M. Tuttle, II

Office Address: 169 East Flagler Street, Suite 1700

Miami, Florida, 33131
(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.

William M. Tuttle, II
(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: Alberto Alvarez
2665 South Bayshore Drive, Suite 601
Address: Coconut Grove, Florida 33133

~~XXXXXXXXXX~~ ~~XXXXXXXXXX~~ DIRECTOR: Keith Weithorn
One World Trade Center, Suite 8041
Address: New York, New York 10048

Director: Michael J. Salvo & Mahendra Vora
One World Trade Center, Suite 8041
Address: New York, New York 10048

Director: Alberto Tarafa
2665 South Bayshore Drive, Suite 601
Address: Coconut Grove, Florida 33133

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

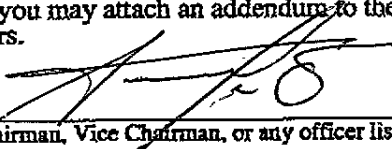
President: Keith Weithorn
One World Trade Center, Suite 8041 / New York, NY
Address: Executive V.P.: Alberto Alvarez / 2665 South Bayshore Dr., #601
Coconut Grove, FL 33133

~~Vice President~~ Vice President: Michael J. Salvo
1 World Trade Center, #8041 / NY, NY 10048

Secretary: Alberto Tarafa
2665 South Bayshore Drive, Suite 601
Address: Coconut Grove, Florida 33133

Treasurer: Mahendra Vora
One World Trade Center, Suite 8041
Address: New York, New York 10048

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

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

14. Alberto Tarafa - Director
(Typed or printed name and capacity of person signing application)

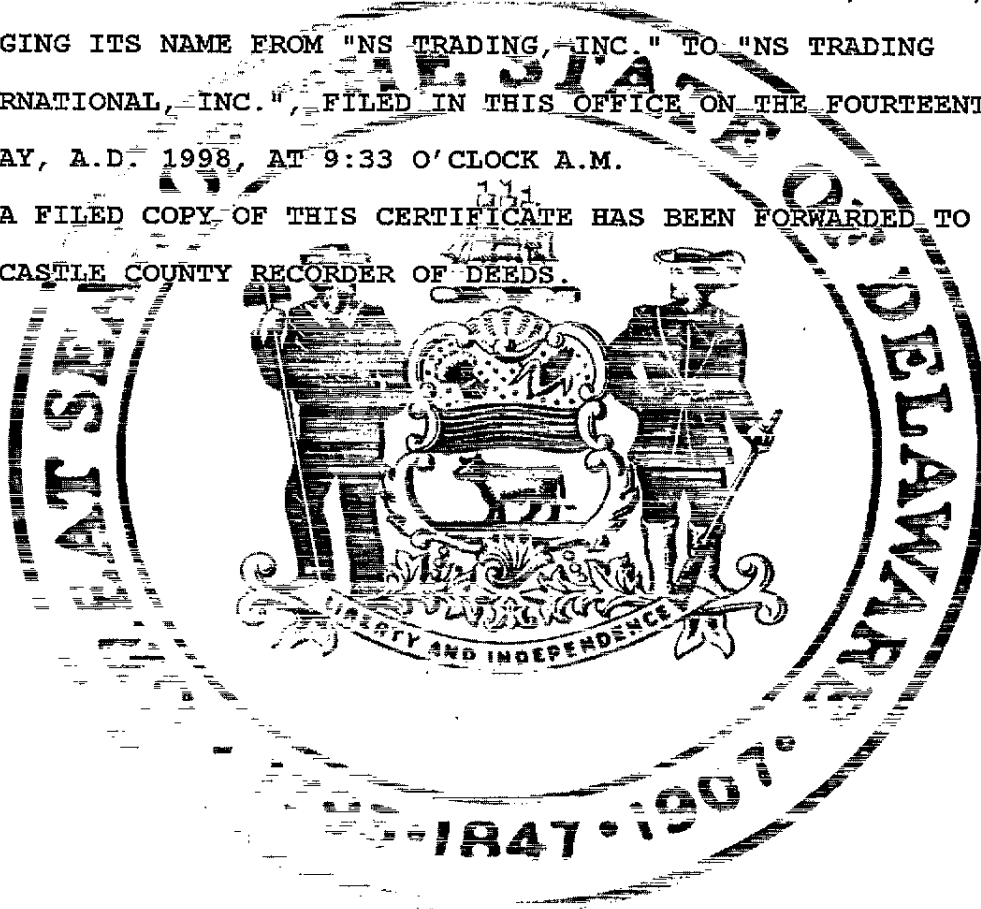
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NS TRADING, INC.", CHANGING ITS NAME FROM "NS TRADING, INC." TO "NS TRADING INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MAY, A.D. 1998, AT 9:33 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



98 MAY 18 PM 1:29

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DIVISION OF CORPORATIONS

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Edward J. Freel, Secretary of State
9081933

AUTHENTICATION: 05-14-98

DATE: