

F98000003852

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KEYTRADE AG CORPORATION
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☒	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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Examiner's Initials

**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. KEYTRADE AG CORPORATION

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. SWITZERLAND

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

3. 1997

(Date of Incorporation)

4. INDEFINITE

(Duration)

5. PENDING

(Federal Employer Identification number, if applicable)

6. PENDING

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

7. 9200 S. DADELAND BLVD. SUITE 216, DADELAND TOWER #2 MIAMI, FL 33176

(Current mailing address)

8. CORPORATION SELLS FERTILIZERS. OFFICE OF REPRESENTATION WITHOUT POWER TO CONTRACT.

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Mr. MELIH KEYMAN, of Turkey, in RUSCHLIKON, SWITZERLAND

Address: SEESTR. 5, CH-8803 RUSCHLIKON / SWITZERLAND

Vice Chairman: _____

Address: _____

Director: Mr. ANDREAS VATERLAUS, of SWITZERLAND, in RUSCHLIKON, SWITZERLAND

Address: SEESTRASSE 10, CH-8803 RUSCHLIKON / SWITZERLAND

Director: Mr. PETER B. ARNOLD, of SWITZERLAND, in HUNENBERG, SWITZERLAND

Address: SONNHALDENSTRASSE 45, CH-6331 HUNENBERG
SWITZERLAND

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B. Officers:

President: Melih Keyman

Address: Seestr. 5, CH-8803 Rüschlikon, Switzerland

Vice President: ANDREAS VATERLAUS

Address: SEESTRASSE 1P CH-8803 RÜSCHLIKON/SWITZERLAND

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: VICTOR ORTIZ

Office Address: 9200 SPADELAND BLVD SUITE 216, DADELAND TOWER #2
MIAMI, Florida 33176

Zip Code

11. 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: _____

12. 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.

13. X KEYTRADE AG
P.O. Box / Seestrasse 79
CH-8806 Bäch
Switzerland
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. MELIH KEYMAN, Chairman ANDREAS VATERLAUS, DIRECTOR
(Name and capacity of person signing application)

TRANSLATION

COMMERCIAL REGISTER OF THE CANTON OF SCHWYZ

- MAIN REGISTER

Register Number		Type of Entity (04)	Registration Date	Deletion	Page
CH-130.0.008.867-6 8867 / 108082		Corporation	06.05.1997	.	1
Re	Name of Entity (2/N)		Re	Address of Entity	
01	Keytrade AG (Keytrade SA) (Keytrade Ltd.)		01	Seestrasse 79 8806 Bäch SZ	
Re	Del	Object and Remarks	Re	Domicile of Entity	
01		Worldwide trade with raw materials, in particular with chemical fertilizers, including transport, storage and all related activities; may participate in other enterprises, acquire or establish such as well as acquire, dispose and sell etc. real estate. The transfer of registered shares is restricted pursuant to the provisions of the Articles of Incorporation. K: Chairman GM (General Meeting of Shareholders); other Directors among themselves	01	Freienbach FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 JUL -7 PM12:33	
			Re	Instrument for Publication	
			01	SHAB (Swiss Official Journal of Commerce)	
Re	Del	Contributions in Kind / Aquisition of Assets / Benefits	Re	Date of Articles of Incorporation	
			01	nAR 02.05.1997	
			Re	Del	Branch office

COMMERCIAL REGISTER OF THE CANTON OF SCHWYZ
Corporation

MAIN REGISTER

Re	Share Capital	Paid-up	Shares Legend: V = Transfer Restrictions			
01	1'000'000	1'000'000	1'000 Registered Shares at CHF 1'000.-- (V)			
Z	Re	Journal-Number	Journal-Date	SHAB-Number	SHAB-Date	SHAB-Page
KE	01	873	06.05.1997	96	23.05.1997	3451
KE	02	2620	21.11.1997	233	03.12.1997	8719
KE	03	458	12.03.1998	57	24.03.1998	2016

Re	Ae	Del	Personal Information Place of Origin / Place of Residence	Function Signatory Power
01		02	Urs Grunder, of Vechigen, in Rüşchlikon	Only Member
01		02	Melih Keyman, of Turkey, in Rüşchlikon	sole
01			Revisuisse Price Waterhouse AG, in Zürich	Manager
				sole
		02	Melih Keyman, of Turkey, in Rüşchlikon	Auditor
02			Serguei Roudakov, of Russia, in Moscow (RUS)	Chairman
02			Andreas Vaterlaus, of Thalwil, in Rüşchlikon	Jointly by two
02			Peter B. Arnold, of Zug, Büron LU, in Hünenberg	Director
03			Adrian Wegberg, of Germany, in Jona	Jointly by two
				Member
				Jointly by two
				Member
				Jointly by two
				Procurator
				Jointly by two

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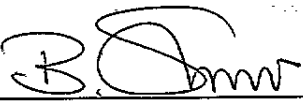
OFFICIAL LEGALIZATION

Before the undersigned Notary Public, Peter B. Arnold, Attorney at Law, Untermüli 6, CH-6300 Zug/Switzerland, appeared:

Ms Brigitte Scherr, born 07.05.1971, Austrian citizen, residing in CH-8704 Herrliberg/Switzerland, Holzwiesstrasse 21.

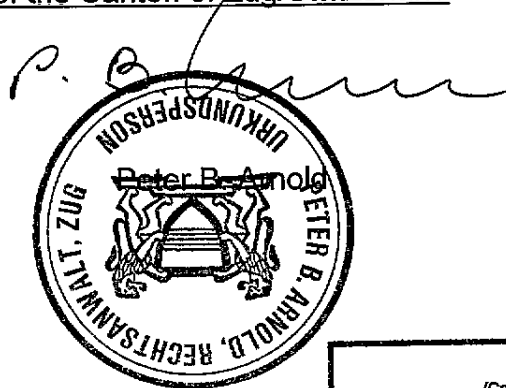
Ms Brigitte Scherr certified that she has translated the attached document from the original German wording into this English version and, further, that the translation from the original document is true and correct.

Zug/Switzerland, this 23rd day of June 1998


Brigitte Scherr

Furthermore, this is to certify that the enclosed copy corresponds exactly with the respective certified excerpt from the Commercial Register of the Canton of Schwyz in German language, dated June 19, 1998, presented to the Notary Public this day.

The Notary Public
of the Canton of Zug/Switzerland



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APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zug
Country: Swiss Confederation, Canton of Zug
Diese öffentliche Urkunde / This public document

2. Ist unterschrieben von Peter B. Arnold
has been signed by
3. In seiner Eigenschaft als Notary Public of the Canton of Zug
acting in the capacity of
4. Sie ist versehen mit dem Stempel / Siegel des (der) Notary Public
bears the stamp / seal of

5. In / to 6301 Zug / 6301 Zug
6. am / the 23. Juni 1998

7. durch die Staatskanzlei des Kantons Zug
by Chancery of State of the Canton of Zug



HANDELSREGISTER DES KANTONS SCHWYZ - HAUPTREGISTER

CH-130.0.008.867-6 8867 / 108082		Rechtsnatur (04) Aktiengesellschaft		Eintrag 06.05.1997	Löschung . . .	BL 1
R	Firma (2/N)		R	Adresse der Firma		
01	Keytrade AG (Keytrade SA) (Keytrade Ltd.)		01	Seestrasse 79 8806 Bäch SZ		
Ei	Lö	Zweck und Bemerkungen		R	Firmensitz	
01		Weltweiter Handel mit Rohstoffen, insbesondere mit chemischen Düngemitteln, inklusive Transport, Lagerung und alle damit zusammenhängenden Aktivitäten; kann sich an anderen Unternehmungen beteiligen, solche erwerben oder errichten sowie Grundstücke erwerben, verwerten und veräussern usw. Die Übertragbarkeit der Namenaktien ist beschränkt nach Massgabe der Statuten. K: Präsident GV; übriger VR selber		01	Freienbach	
				R	Publikationsorgan	
				01	SHAB	
Ei	Lö	Sacheinlagen / Sachübernahmen / Vorteile		R	Statutendatum	
				01	nAR 02.05.1997	
				Ei	Lö	Zweigniederlass.

HANDELSREGISTER DES KANTONS SCHWYZ - HAUPTREGISTER
Aktiengesellschaft

R	Aktienkapital		Liberierung	Aktien Legende: V = vinkuliert		
01	1'000'000		1'000'000	1'000 Namenaktien zu Fr. 1'000.-- (V)		
Z	R	TB-Nummer	TB-Datum	SHAB-Nummer	SHAB-Datum	SHAB-Seite
KE	01	873	06.05.1997	96	23.05.1997	3451
KE	02	2620	21.11.1997	233	03.12.1997	8719
KE	03	458	12.03.1998	57	24.03.1998	2016
Ei	Ae	Lö	Personalangaben Heimatort / Wohnort		Eigenschaft Zeichnungsart	
01		02	Urs Grunder, von Vechigen, in Rüşchlikon		einziges Mitglied einzeln	
01		02	Melih Keyman, von Türkei, in Rüşchlikon		Geschäftsführer einzeln	
01			Revisuisse Price Waterhouse AG, in Zürich		Revisionsstelle	
		02	Melih Keyman, von Türkei, in Rüşchlikon		Präsident koll. zu 2	
02			Serguei Roudakov, von Russland, in Moskau (RUS)		Direktor koll. zu 2	
02			Andreas Vaterlaus, von Thalwil, in Rüşchlikon		Mitglied koll. zu 2	
02			Peter B. Arnold, von Zug, Büron LU, in Hünenberg		Mitglied koll. zu 2	
03			Adrian Wegberg, von Deutschland, in Jona		Prokurist koll. zu 2	
Für getreue Fotokopien des Handelsregistereintrages. 6430 Schwyz, 19. JUNI 1998 Gebühr: Fr. 35.- HANDELSREGISTER DES KANTONS SCHWYZ Der Registerführer: i.V. <i>[Signature]</i>						

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