

F98000005804
ADAMS, GALLINAR, IGLESIAS & MEYER, P.A.

MEMORANDUM

To: Florida Department of State
Division of Corporations

From: Marta M. Cil *mil*

Date: October 13, 1998

Re: Kadox Investment Inc., a Panamanian corporation

400002665834--0
-10/16/98--01094--001
*****78.75 *****78.75

In connection with the referenced corporation, I enclose the following:

1. 1 original and 1 copy of the Application by Foreign Corporations for Authorization to Transact Business in Florida;
2. Original certificate of existence for the corporation (with its English translation); and
3. Check no. 2630 in the amount of \$78.75 representing the \$70.00 registration fee and the \$8.75 fee for a certificate of status.

Please forward a stamped copy of the application together with the certificate of status to us at your earliest opportunity. I have enclosed a self-addressed, stamped envelope for your convenience.

In the meantime, please do not hesitate to call me in the event you have any questions.

MMC1491.WPD

10/13/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

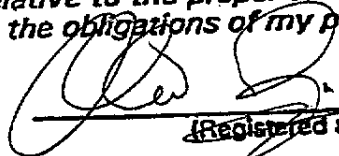
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Kadox Investment 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. 65-0864847
(FEI number, if applicable)
4. August 25, 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 832137
Miami, Florida 33283-2137
(Current mailing address)
8. Purchase and sell real property; borrow and loan money; enter into, make, perform
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and carry out contracts of all kinds; and engage in any lawful business not prohibited to a corporation.
9. Name and street address of Florida registered agent:
Name: Adams, Gallinar, Iglesias & Meyer, P.A.
Office Address: 701 Brickell Avenue, Suite 2150
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.

 President
(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: _____

Address: _____

~~Director~~
Vice Chairman: Eduardo A. Diaz S.

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

Director: Mario A. Diaz

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

Director: Dilia H. De Diaz

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

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

President: Eduardo A. Diaz S.

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

Vice President: Mario A. Diaz
and Assistant Secretary

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

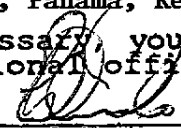
Secretary: Dilia H. De Diaz

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

Treasurer: Dilia H. De Diaz

Address: c/o Alvaro A. Aleman H., Calle Aquilino De La Guardia No. 8, Edificio
IGRA, Panama, Republica de Panama

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. Eduardo A. Diaz S. - Director/President
(Typed or printed name and capacity of person signing application)

JUPU

PAG- 1

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD- 66261,

26/08/1998

C E R T I F I C A -

QUE LA SOCIEDAD -

KADOX INVESTMENT INC.

SE ENCUENTRA REGISTRADA EN LA FICHA- 263103 ROLLO- 36343 IMAGEN- 51

DESDE EL VEINTICINCO DE AGOSTO DE MIL NOVECIENTOS NOVENTA Y DOS,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON-

1 - EDUARDO A. DIAZ S.

2 - MARIO A. DIAZ

3 - DILIA H. DE DIAZ

QUE SUS DIGNATARIOS SON-

PRESIDENTE

VICE-PRESIDENTE

TESORERO

SECRETARIO

SUB-SECRETARIO

- EDUARDO A. DIAZ S.

- MARIO A. DIAZ

- DILIA H. DE DIAZ

- DILIA H. DE DIAZ

- MARIO A. DIAZ

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTISIETE DE AGOSTO DE
MIL NOVECIENTOS NOVENTA Y OCHO, A LAS 11-41-31.3 A.M.

NOTA- ESTA CERTIFICACION PAGO
EL IMPUESTO DE TIMBRE POR UN
VALOR DE B/. 14.00

COMPROBANTE NO. 66261,

FECHA- 26/08/1998



MAYRA G. DE WILLIAMS
CERTIFICADOR

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY

JUPU

IN VIEW OF PETITION- 66261,

26/08/1998

C E R T I F I C A T E :

That the Corporation

KADOX INVESTMENT INC.

Is recorded at Microjacket- 263103 Roll- 36343 Frame- 51 as of August 25, 1992.

That the corporation is in good standing.

That its Directors are:

1 - EDUARDO A. DIAZ S.

2 - MARIO A. DIAZ

3 - DILIA H. DE DIAZ

That its Officers are:

PRESIDENT - EDUARDO A. DIAZ S.

VICE-PRESIDENT - MARIO A. DIAZ

TREASURER - DILIA H. DE DIAZ

SECRETARY - DILIA H. DE DIAZ

ASSISTANT SECRETARY - MARIO A. DE DIAZ

Issued and signed in the City of Panama on August 27, 1998, at 11-41-31.3 A.M.

NOTE: The amount of B/.14.00 for revenue stamps was paid for this certification.

Voucher N° 66261,

Date - 26/08/1998

(sgd.) (Illegible)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAYRA G. DE WILLIAMS

CERTIFYING OFFICER

There is a seal reading: Public Registry Office.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCURACY

The undersigned, *ELISA EDGHILL*, hereby certifies:

1. That she is a Certified Public Translator for the Republic of Panama of the Spanish and English languages, and is thoroughly conversant with these languages.
2. That the foregoing document is an English translation carefully made by her of the Certificate of good standing re: the corporation named *KADOX INVESTMENT INC.* issued by the Public Registry Office of the Republic of Panama, hereto attached.
3. That said translation is a true and correct English version of such Certificate of good standing to the best of her knowledge and belief.

Panama, August 31, 1998.

ELISA EDGHILL
Certified Public Translator
Resolution No. 379
of September 12, 1995

Elisa Edghill

Elisa Edghill

Certified Public Translator

I. D. No. 8-471-785

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