

Document Number: Only
F990000002177

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002853491--4

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Ecu International NV, Inc

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input checked="" type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie ☺

APR 27

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. Ecu International NV, 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. Belgium

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

3. N/A

(FEI number, if applicable)

4. 9/1/97

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. SCHOONWIKENSTRAAT 1, 2030 ANTWERP BELGIUM

(Current mailing address)

8. Freight forwarding, shipping and all lawful activities

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Vicky Goldstein

(Registered agent's signature) (Officer)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: VAN ACHTEREN RAYMOND

Address: WESTMOER 49, WOMMELGEM
BELGIUM

Vice Chairman: VAN LOOVEREN MARC

Address: OLMENLAAN 38, STABROEK
BELGIUM

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. RAYMOND VAN ACHTEREN; MARC VAN LOOVEREN. Directors
(Typed or printed name and capacity of person signing application)

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FORM I/B no. H/324659

APPLICATION FOR REGISTRATION OF A JOINT STOCK COMPANY (1)
(Articles 4, 6, 7, 9, 11, 20 and 54 of the coordinated laws on the commercial register)

1. Company name or special style of the company (2) : ECU INTERNATIONAL
Corporate status (1) : NAAMLOZE VENNOOTSCHAP (public limited company in Belgian law)

Abbreviated name or acronym (2) : NONE

Amount of the authorized capital (3) BEF 2,500,000

Address of the principal office of the company : SCHOUWKENSSTRAAT 1

Letter box : NONE Zipcode : 2030 ANTWERPEN 3

2. Corporate Purpose : SEE ATTACHED FORM IV

3. A. Does the company intend to operate ONE or MORE establishments within the jurisdiction (or does it already do so)? ONE
If it intends to operate MORE THAN ONE SINGLE establishment (or already operates MORE THAN ONE SINGLE establishment) this question must be completed on annex A to this document.

State how many annexes A are used : NONE

If it intends to operate ONE SINGLE establishment (or already operated ONE SINGLE establishment) :

a) the sole trading activity or where applicable trading activities of various kinds which applicant intends to pursue in the single establishment (or already pursues) (state in the first instance the activity which should be regarded as the main activity) (4) :
OFFICE FOR THE RESEARCH, ORGANISATION AND COUNSELLING OF
FINANCIAL, COMMERCIAL, FISCAL AND SOCIAL MATTERS WITH THE
EXCEPTION OF INVESTMENT ADVICES. OFFICE FOR ALL EDP, COMPUTER AND
RELATED MATTERS.

b) the address of the establishment where the business activity will be carried out (or is carried out) : SCHOUWKENSSTRAAT 1, 2030 ANTWERPEN 3

c) name or sign, if any, of the establishment (2) : ECU INTERNATIONAL

d) nature of the establishment (5) : PRINCIPAL PLACE OF BUSINESS

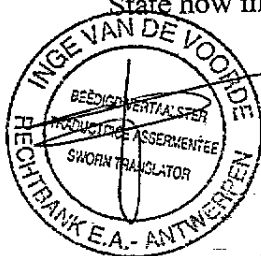
e) starting date of trading activities (6) : 01.09.1997

f) in case the trading activities fall under retail trade or services, please mention the net trading surface, in square meters (17) : 100

- B. Does the applicant already carry on trading activities in OTHER jurisdictions in Belgium or abroad ? NO

If yes, reply on annex B to this document.

State how many annexes B have been used : NONE



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4. Companies which are proceeding to their reregistration in the commercial register (article 54 of the coordinated laws) must state below final judgements or decisions as meant by article 25, 6°, 7°, 8°, 10°, 11° and 13° of the coordinated laws on the commercial register (7) : NONE

5. a) Annexes: the documents from which it can be seen that the company satisfies the conditions imposed by law and ordinance for the performance of the trading activity or activities (8), plan of the sales area (17) : NONE

b) Supplementary information to be provided by foreign commercial companies which are opening (or already exploit) ONE or MORE subsidiaries or branch offices in Belgium (9) : NONE

6. Details of the person entrusted with the daily management of the company, whether he is director, business manager or manager. If there is more than one, use one or more attached pages and state the number thereof here : 0 MANAGING DIRECTOR

A. Name : VAN ACHTEREN Forenames : RAYMOND

Other name or alias : none Sex : MALE

Profession (11) : MANAGER OF COMPANIES

Place of residence : WESTERMOER 49, 2160 WOMMELGEM

Place and date of birth : 26-01-1951 WILRIJK Country : BELGIUM

Nationality : BELGIAN

Name and forenames of the spouse : VORSSSELMANS NADINE

Place and date of the marriage : DEURNE 01/12/72

Country : BELGIUM

System of marital estate : SEPARATION OF GOODS

Date of the registration of the divorce (13) : not applicable

B. not applicable

C. not applicable

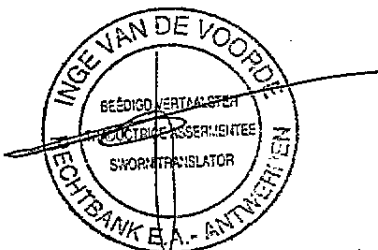
D. not applicable

7. Domicile and number of at least one account of which the applicant is a holder with the Post Office Giro or with a bank established in Belgium or with an organization mentioned in article 1, second section, 1°, of Royal Decree no. 185 of 9 July 1953 on the supervision of banks and the arrangements for the issue of certificated and securities of with one of the enterprises referred to in article 1, second section, 3°, of the same Royal Decree (15) of with credit association recognized by the Nationale Kas voor Beroepskrediet, or a credit fund recognized by the Nationaal Instituut voor Landbouwkrediet : 220-0990350-16

GENERALE BANK
NOORDERLAAN 133
2030 ANTWERPEN

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Formular IV

Attached Page

A. For traders : Name (1), Forenames :

None

B. For commercial companies: Company name and status (1 and 2):

'Ecu International', naamloze vennootschap

Form (3) no. I/B dated 04/09/97

Item(s) no. 2 : Corporate Purpose:

The company has the following purpose for its own account and for the account of third parties, in Belgium and abroad :

1. Handling and giving services in general and in particular :

‘ assisting companies in their management and their general operations;

‘ following up, extending and elaborating the commercial management of these companies;

‘ making offers and giving advice regarding the purchase and sales policy, which included all direct and indirect contacts with suppliers and clients;

‘ following up, extending and elaborating any (further) expansion of the assisted companies, including informing them about the market situation in Belgium and abroad, about the position of the competitors and about the possibilities of extending market's share;

‘ assisting the companies in their personnel policy and the company's administration.

2. Performing all management mandates, executing tasks, functions and mandates as director and settler of Belgian and foreign companies.

The company may perform all commercial, industrial and financial activities as well as all activities with regards to movables and immovables, that are directly or indirectly connected to its corporate purpose or that contribute to its development.

The company may perform all acts, in Belgium and abroad, that are directly or indirectly connected to its corporate purpose.

The company may, as well in Belgium as abroad, take interest, and this by introduction of cash or in kind, by merger, endorsement, participation, financial assistance or any other way, in other existing companies or to be set up of which the corporate purpose is related or the same as the company's purpose or if their corporate purpose is to the benefit of the present corporate purpose.

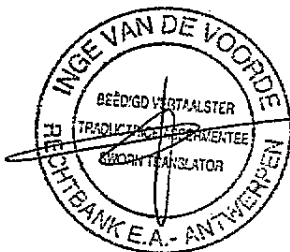
The company may stand surety for these companies, grant them guarantee, agree to advances and credits and give them mortgage or other guarantees.



Made up truthfully by the undersigned : NICOLE BEIRENS, in her capacity of (4) mandatarly at
Antwerp on 4 September 1997.
Seal of the Court of Commerce
Antwerp

Initials of the Clerk
Signature illegible

For authentic Translation from the Dutch Language into English, Inge VAN DE VOORDE,
Sworn Translator to the Court of First Instance at Antwerp (19.01.99)



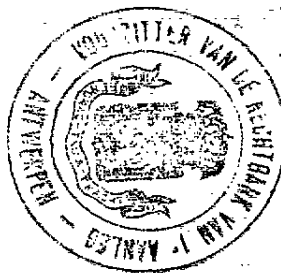
Gezien door ons

A. KIEBOOMS Voorzitter
van de Rechtbank van Eerste Aanleg.
zitting houdende te Antwerpen, voor
echtverklaring van hierboven staande
handtekening van BEEDIGD VERTALER

Van de Voorde, J.

Antwerpen, 29 03. 1999

Voor de Voorzitter,
de gemachtigde griffier,



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M. DE REYCK