

P33570

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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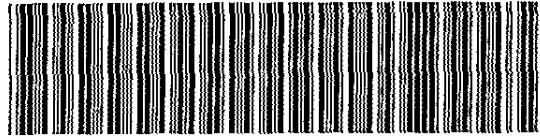
(Business Entity Name)

(Document Number)

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FILED
03 SEP -8 PM 2:55
TALLAHASSEE, FLORIDA

Amend
by 9/12/03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JTB INTERNATIONAL, INC.
(Name of corporation)

DOCUMENT NUMBER: P33570

The enclosed Amendment and fee are submitted for filing. RE: Change in officers and directors
Also, enclosed is a copy of the resolution.

Please return all correspondence concerning this matter to the following:

MS. FUMIKO MOSES

(Name of person)

JTB INTERNATIONAL, INC.

(Name of firm/company)

777 SO. FIGUEROA ST., #3900

(Address)

LOS ANGELES, CA 90017

(City/state and zip code)

For further information concerning this matter, please call:

MS. FUMIKO MOSES

(Name of person)

at (213) 553-7243

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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03 SEP -8 PM 2:55
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P33570

(Document number of corporation (if known))

FILED
03 SEP - 8 PM 2:55
TALLAHASSEE, FLORIDA

1. JTB INTERNATIONAL, INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. APRIL 15, 1991

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

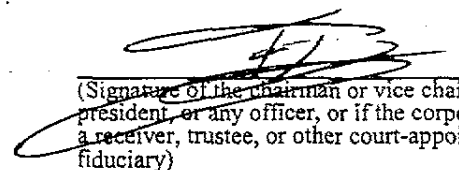
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

TSUNEO TAGUCHI

(Typed or printed name)

9/3/03
(Date)

TREASURER

(Title)

MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
JTB INTERNATIONAL, INC.

July 14, 2003

The Annual Meeting of the Board of Directors of JTB International, Inc. was held at 9:50 a.m. at 777 South Figueroa Street, Los Angeles, California on July 14, 2003.

The following directors were present:

Masami Shiraishi
Kazuo Kikuchi
Toshio Matsugu
Seisuke Orikasa
Masaru Sasaki
Francis W. Costello

Mr. Shiraishi acted as Chairman of the meeting, and Mr. Costello acted as Secretary of the meeting.

The Secretary declared that a quorum was present and that the meeting was ready to transact business. The Chairman directed that a waiver of notice signed by all directors be appended to the minutes of the meeting.

1. Previous Minutes.

The minutes of the preceding meeting of the Board of Directors held on July 15, 2002 were approved as they appear in the minute book of the Corporation.

2. Report on Election of Directors.

The Chairman reported that the shareholder, by its proxy, at the shareholder's annual meeting held on July 14, 2003 has elected the following persons to serve as the directors of the Corporation for the coming year:

Masami Shiraishi
Kazuo Kikuchi
Toshio Matsugu
Seisuke Orikasa
Masaru Sasaki
Francis W. Costello

3. Election of Officers.

The meeting proceeded to the election of officers for the ensuing year. The following persons were thereupon nominated to the offices set forth opposite their respective names:

President	Masami Shiraishi
Treasurer	Tsuneo Taguchi
Secretary	Francis W. Costello

These nominations were duly seconded, and, there being no other nominations, it was, upon motion duly made and seconded, unanimously

RESOLVED, that the following persons be, and they hereby are, elected to the offices set forth below opposite their respective names, effective as of the close of this meeting, to serve one year and until their successors are elected and shall have qualified:

President	Masami Shiraishi
Treasurer	Tsuneo Taguchi
Secretary	Francis W. Costello

4. Executive Committee.

Messrs. Masami Shiraishi and Francis W. Costello were then nominated for election as the members of the Executive Committee of the Board of Directors for the current year. The nominations were duly seconded. Upon motion duly made and seconded,

RESOLVED, that Masami Shiraishi and Francis W. Costello be, and they hereby are, designated as the Executive Committee of the Board of Directors of the Corporation to serve, subject to the pleasure of the Board of Directors, for one year and until their successors are elected.

5. Report on Fiscal Year Ended March 31, 2003 and Financial Statements.

The financial statements of the Corporation for the years ending March 31, 2002 and March 31, 2003 and related materials were distributed to the meeting.

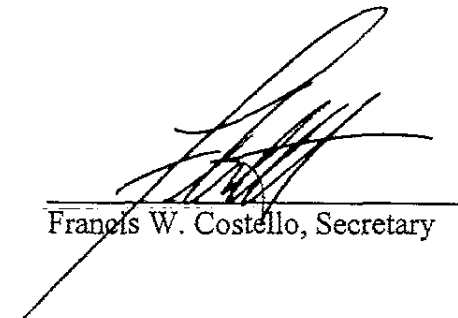
The Chairman recommended that the financial statements be approved. Upon motion duly made and seconded, it was unanimously

RESOLVED, that the financial statements of the Corporation as at March 31, 2002 and March 31, 2003 as certified by KPMG Peat Marwick be, and they hereby are, approved and accepted, and the Secretary is directed to file a copy of said statements with the minutes of this meeting.

The Chairman then discussed certain salient features of the financial statements and results of the 2002-2003 fiscal year.

There being no further business to come before the meeting, it was, upon motion duly made and seconded, adjourned.

Dated: July 14, 2003


Francis W. Costello, Secretary

Approved and certified correct:


Masami Shiraishi
President

LAX1 #253976 v1

2003 JTB International, Inc.

Board of Directors and Officers

Board of Directors

Masami Shiraishi (*)

Toshio Matsugu

Kazuo Kikuchi

Seisuke Orikasa

Masaru Sasaki

Francis W. Costello (*)

(*) Executive Committee Members

Officers

President	Masami Shiraishi
Treasurer	Tsuneo Taguchi
Secretary	Francis W. Costello