

TRANSMITTALLETTER

TO: RegistrationSection
DivisionofCorporations

SUBJECT: MIC - USA INC.
(Nameofcorporation-mustincludesuffix)

DearSirorMadam:

Theenclosed"ApplicationbyForeignCorporationforAuthorizationtoTransactBusinessinFlorida",
"CertificateofExistence",andcheckaresubmittedtoregistertheabovereferencedforeigncorporation
totransactbusinessinFlorida.

Pleasereturnallcorrespondenceconcerningthismattertothefollowing:

W03-20795

Tina Bendon
(NameofPerson)

Great Universal Incorporated
(Firm/Company)

153 East 53rd Street, Suite 5900
(Address)

New York, NY 10022
(City/StateandZipcode)

FILED STATE
SECRETARY OF CORPORATIONS
03 SEP -8 PM 3:42

Forfurtherinformationconcerningthismatter,pleasecall:

Tina Bendon at (212) 702-4560
(NameofPerson)(AreaCode&DaytimeTelephoneNumber)

STREETADDRESSMAILINGADDRESS:

RegistrationSection
DivisionofCorporations
409E.GainesSt.
Tallahassee,FL32399

RegistrationSection
DivisionofCorporations
P.O.Box6327
Tallahassee,FL32314

Enclosedisacheckforthefollowingamount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 22, 2003

TINA RENDON
GREAT UNIVERSAL INCORPORATED
153 EAST 53RD STREET, SUITE 5900
NEW YORK, NY 10022

SUBJECT: MIC-USA INC.
Ref. Number: W03000020795

We have received your document for MIC-USA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted has the preprinted text run together and cannot be filed, so we are sending you a new, blank form. Please use it to make the corrections requested below.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 203A00042677

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
03 SEP - 8 PM 3:42



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 5, 2003

TINA RENDON
GREAT UNIVERSAL INCORPORATED
153 EAST 53RD STREET, SUITE 5900
NEW YORK, NY 10022

SUBJECT: MIC-USA INC.
Ref. Number: W03000020795

We have received your document for MIC-USA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for returning your corrected form. Unfortunately, the name you wish to adopt is also unavailable; when comparing names, the suffixes (like "Inc.," "Corp.," etc.) do not make a difference.

You may wish to call the number below to check any name you'd like to adopt. We are returning your resolution for correction, or you may use the new blank form enclosed.

We are also returning your application because you still have not provided the registered agent designation, which is mandatory. Please refer to the attached copy of our previous letter for more information about the agent designation.

Finally, you must still submit the certificate of existence from Delaware, which is also discussed in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 903A00044813

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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Leonard Gubar, do hereby certify
(Name)

that this Resolution of the Board of Directors of MTC-USA Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on July 10, 1997.

Be it resolved, that MTC-USA INC.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

MTC-USA Inc. of N.Y. for use in Florida

Dated: 08/19/03

Leonard Gubar

Signature of either Chairman, Vice Chairman or any officer

Leonard Gubar

Type or print name *VP*

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SECRETARY OF CORPORATIONS
OCT 29 PM 3:43

Make checks payable to Florida Department of State and mail to:
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. MIC - USAIAC (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 (State or country under the law of which it is incorporated) 3. 13-3746390 (FEI number, if applicable)

4. July 10, 1997 (Date of incorporation) 5. "Perpetual" (Duration: Year corp. will cease to exist or "perpetual")

6. June 30, 2003 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1466 Lantana Drive, Weston FL 33326 (Principal office address)

153 East 53rd Street, Suite 5900, New York, NY 10022 (Current mailing address)

8. Administrative Services for the New York office (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Mario Zanotti

Office Address: 1466 Lantana Drive Weston, Florida 33326 (City) (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.

[Handwritten signature]

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Hakan Ledin

Address: 153 E. 53rd Street, Suite 5400, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Leonard Gubar

Address: 1251 Avenue of the Americas, 29th floor, New York, NY 10020

Treasurer: _____

Address: _____

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

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

14. Leonard Gubar, Secretary
(Typed or printed name and capacity of person signing application)

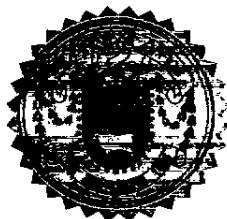
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIC-USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2003.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 SEP - 8 PM 3:43



2341692 8300

030550427

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2598996

DATE: 08-25-03