

APPOINTMENT OF THE FIRST DIRECTOR(S)

OF

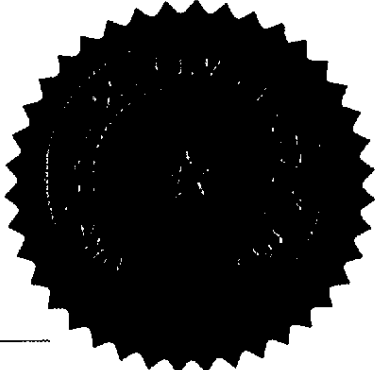
SOUTHERN INTERNATIONAL ENGINEERING LTD.

The undersigned, being the Subscriber to the Memorandum and Articles of Association of the above-named Company, incorporated under the International Business Companies Act (CAP. 291) of the British Virgin Islands, hereby appoints:

Mrs. MARTA EDGHILL
and
Mrs. VIANCA SCOTT

each of them with individual signature right, the first Directors of the Company, to serve as such until their successors shall have been elected or until their resignation or removal; such election shall be effective immediately and without further qualification.

IN WITNESS whereof we have caused our Common Seal to be hereunto affixed this 16th day of March 2004.



Chalwell

Mossack Fonseca & Co. (B.V.I.) Ltd.
Akara Building, 24 De Castro Street, Wickhams Cay I,
Road Town, Tortola,
B.V.I.

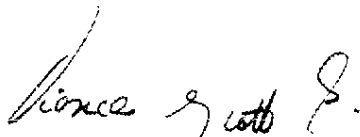
SOUTHERN INTERNATIONAL ENGINEERING LTD.
("the Company")

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF
THE COMPANY, HELD ON MARCH 16TH, 2004.

- NOTICE: Notice to this meeting was waived by all persons entitled thereto.
- PRESENT: Marta Edghill and Vianca Scott being the totality of the members of the Board of Directors.
- CHAIRMAN: Mrs. Marta Edghill was elected Chairman of the meeting.
- SECRETARY: Mrs. Vianca Scott was elected Secretary of the meeting.
- INCORPORATION: The Chairman laid before the meeting a copy of the Memorandum and Articles of Association of the Company and presented the Certificate of Incorporation.
- DIRECTORS: The form of appointment of Directors signed by the Subscriber was produced to the Meeting.
- OFFICERS: It was resolved that the following persons be and hereby are appointed to the offices designated opposite their names:
- | | |
|-----------------|-----------|
| Marta Edghill - | President |
| Vianca Scott - | Secretary |
- REGISTERED OFFICE: It was reported and confirmed that the registered office of the Company be situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I.
- SEAL: It was resolved that the Common Seal produced to the Meeting (an impression of which is affixed below) be and it is hereby adopted as the Common Seal of the Company.
- CORPORATE DOCUMENTS: It was resolved that the books, records and minutes of the Company may be kept anywhere in the world.
- SHARES: It was resolved that the Company be and hereby is authorised to issue, for value received, share certificates Nos. 1 and 2 in the name of EUROSTOCK AG for 25.000 shares with a par value of US\$ 1,00 each.

There being no further business the Meeting then terminated.

SOUTHERN INTERNATIONAL
ENGINEERING
LTD.



Vianca Scott, Secretary

SHAREHOLDER	CERTIFICATE No.	DATE OF ISSUE	NUMBER OF SHARES	AUTHORIZED CAPITAL
EUROSTOCK AG	1	16.03.2004	25.000	US\$ 50.000,00

Certificate No. 1

Number of shares: 25.000

SOUTHERN INTERNATIONAL ENGINEERING LTD.

Incorporated under the International Business Companies Act
(Cap 291) of the British Virgin Islands

AUTHORISED CAPITAL: US\$ 50.000,00
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that **EUROSTOCK AG** is entitled to **TWENTY FIVE THOUSAND (25.000)** shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 16th day of March 2004 .

SOUTHERN INTERNATIONAL
ENGINEERING
LTD.

[Signature]
Director

[Signature]
Director

SHAREHOLDER	CERTIFICATE No.	DATE OF ISSUE	NUMBER OF SHARES	AUTHORIZED CAPITAL
EUROSTOCK AG	2	16.03.2004	25.000	US\$ 50.000,00

Certificate No. 2

Number of shares: 25.000

SOUTHERN INTERNATIONAL ENGINEERING LTD.

Incorporated under the International Business Companies Act
(Cap 291) of the British Virgin Islands

AUTHORISED CAPITAL: US\$ 50.000,00
Divided into 50.000 shares with a par value of US\$ 1,00 each

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IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 16th day of March 2004.

[Signature]
Director

[Signature]
Director

SOUTHERN INTERNATIONAL
ENGINEERING
LTD.

TO: Mr. Issad REBRAB

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue
(hereinafter called "the Trustees")

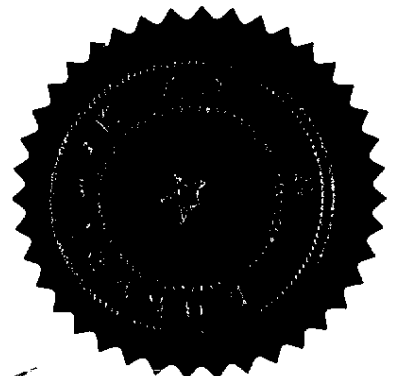
1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.
2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWENTY FIVE THOUSAND (25.000) fully paid ordinary shares of US\$1,00 each in the Undertaking know as **SOUTHERN INTERNATIONAL ENGINEERING LTD.**

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 16th day of March 2004.

THE COMMON SEAL of
the within named Trustees
was hereunto affixed in
the presence of:



Yvette M. Rogers W.
Yvette Rogers, Director

Francis E. B.
Francis Perez, Director

TO: Mr. Gabriel Valentin COMANESCU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue
(hereinafter called "the Trustees")

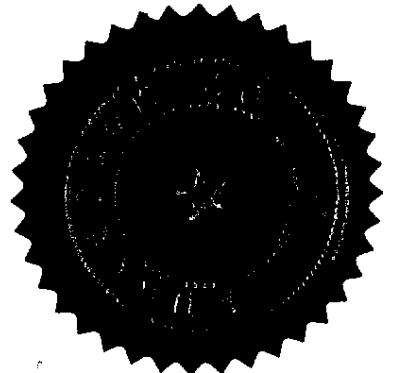
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2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

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IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 16th day of March 2004.

THE COMMON SEAL of
the within named Trustees
was hereunto affixed in
the presence of:



Yvette M. Rogusow.
Yvette Rogers, Director

Francis E. Perez
Francis Perez, Director