

IN THE GRAND COURT OF THE CAYMAN ISLANDS

IN THE MATTER OF SECTION 178 OF THE COMPANIES LAW (2001
SECOND REVISION)

AND IN THE MATTER OF ULSTEK HOLDING (CAYMAN) CORPORATION.

CAUSE NO: 39 OF 2002

ORIGINATING APPLICATION

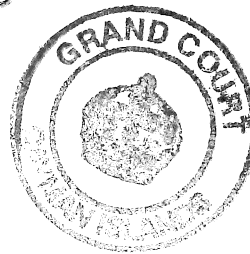
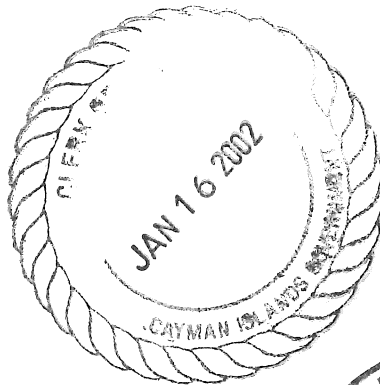
Application is hereby made to the Clerk of the Court on behalf of Ulstek Holding (Cayman) Corporation (registration no. 101222) for an order that it be restored to the register of companies.

This application is made on the grounds set out in the affidavit of Cheng Wen-Ming, the Sole Director of the Company, sworn on the 10 January 2002.

Dated this 15 day of January 2002

Solomon Harris

Solomon Harris



IN THE GRAND COURT OF THE CAYMAN ISLANDS
CIVIL JURISDICTION

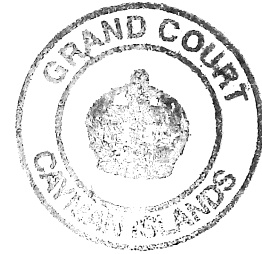
CAUSE NO. 39 OF 2002

In the Matter of Ulstek Holding (Cayman) Corporation
and

In the Matter of Section 178 of the Companies Law



AFFIDAVIT IN SUPPORT



I, Cheng Wen-Ming of Republic of China, 15F-1, 33, Sec 1, Shan Min Rd, Pan-Chiao, Taipei, Taiwan, R.O.C. M11542248 of the Republic of China, being duly sworn, make oath and say as follows:-

1. That I am the Sole Director of Ulstek Holding (Cayman) Corporation and I make this affidavit in support of an application on behalf of the Company to have its name restored to the Register of Companies.
2. That I can advise the Clerk of the Courts that the Company was incorporated under the laws of the Cayman Islands and registered as an Exempt company limited by shares pursuant to the Companies Law on the 9th of June 2000 having registration number 101222. I would ask leave to refer to a copy of the Certificate of Incorporation together with the first page of the Memorandum and Articles of Association stamped with the registered number which I have exhibited to this my affidavit and marked "CWM-1" for identification at the time of swearing hereof.
3. That the registered office of the Company is situate at the offices of Corporate Filing Services Ltd, 4th Floor, Harbour Centre, P.O. Box 613, George Town, Grand Cayman and upon reinstatement, Corporate Filing Services Ltd will resume provision of registered office for the Company.

4. That as the annual return fees payable to the Government were not paid for the year 2001 the Company was struck off the Register of Companies on 29th of June 2001.

5. That I would ask leave to refer to a copy of a letter dated 26th of November, 2001 addressed to Bank of Butterfield which sets out the Registrar of Companies' position with regard to reinstatement of the Company. I have marked this letter "CWM-2" for identification. I can advise this Honourable Court that there are funds available to meet the fees, penalties and imposts to be imposed to effect restoration or reinstatement of the Company.

Save where otherwise stated, I depose to the foregoing from facts within my own knowledge.

SWORN to at Taipei, Taiwan
this 10 day of January, 2002, before me:-

CHEN CHIEN-HSUN
Notary Public *Attorney at law*

CHEN CHIEN-HSUN & Associates
704 suite, 43, 1 Sec., Chung-Ching south Rd.
Taipei, Taiwan

TEL : 886-02-23115620

FAX : 886-02-23717376

Cheng Wen-Ming
~~Cheng Wen-Ming~~ as Sole
Director for and on behalf of
Ulstek Holding (Cayman)
Corporation

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CIVIL JURISDICTION

CAUSE NO.:

In the matter of Ulstek Holding (Cayman) Corporation and Section 178 of the Companies

Law (2001 Second Revision)

ATTACHED HERETO IS THE EXHIBIT REFERRED TO IN THE AFFIDAVIT IN SUPPORT OF APPLICATION TO RE-INSTATE ULSTEK HOLDING (CAYMAN) CORPORATION TO WHICH THIS EXHIBIT IS ANNEXED AND IS REFERRED TO THEREIN AS "CWM-1" AND ACCORDINGLY MARKED, THE CONTENTS OF WHICH HAVE BEEN SWORN TO BE A TRUE COPY OF THE ORIGINAL BY CHENG WEN-MING IN MY PRESENCE.

CHEN CHIEN-HSUN
Notary Public

Attorney at law

Cheng Wen-Ming
Cheng Wen-Ming as Sole
Director for and on behalf of
Ulstek Holding (Cayman)
Corporation

CHEN CHIEN-HSUN & Associates

**704 suite, 43, 1 Sec., Chung-Ching south Rd.
Taipei, Taiwan**

TEL : 886-02-23115620

FAX : 886-02-23717376

CERTIFICATION

ULSTEK HOLDING (CAYMAN) CORPORATION

WE, **CORPORATE FILING SERVICES LTD.**, as Provider of the Registered Office of the above Company, do hereby certify that to the best of our knowledge and belief the attached is a true and correct copy of the Certificate of Incorporation dated 9th June 2000, the Memorandum and Articles of Association dated 9th June 2000 and the Register of Directors and Officers as contained in the Company's Minute Book, held at the Registered Office.

Dated this 18th day of December, 2001

Corporate Filing Services Ltd.

Per: Ian Goodall
IAN GOODALL, DIRECTOR.

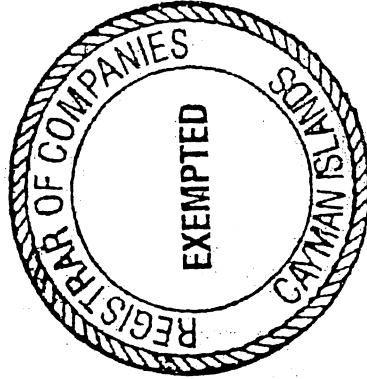
CR-101222

Certificate of Incorporation

I, **RONNIE WILLIAM ANGLIN**
DO HEREBY CERTIFY, pursuant to the Companies Law CAP. 22, that all the requirements of the said
Law in respect of registration were complied with by

ULSTEK HOLDING (CAYMAN) CORPORATION

an Exempted Company incorporated in the Cayman Islands with Limited Liability with effect from
the 9th Day of June Two Thousand



Given under my hand and Seal at George Town in the
Island of Grand Cayman this Ninth day of June
Two Thousand


Assistant Registrar
of Companies, Cayman Islands, B.W.I.

COMPANIES LAW (REVISED)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ULSTEK HOLDING (CAYMAN) CORPORATION

REGISTERED AND FILED
AS NO. 101838 THIS 9TH DAY
OF JUNE 2000
ASST. REGISTRAR OF COMPANIES
CAYMAN ISLANDS

1. The name of the Company is: **Ulstek Holding (Cayman) Corporation.**

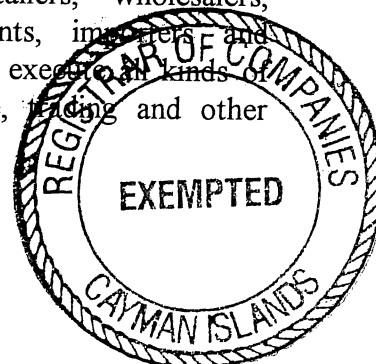
2. The Registered Office of the Company shall be at the offices of:

Corporate Filing Services Ltd.
4th Floor, Harbour Centre, P.O. Box 613, George Town,
Grand Cayman, Cayman Islands, British West Indies.

or at such other place as the Directors may from time to time decide.

3. The objects for which the Company is established are as follows:
 - (i) (a) To carry on the business of an investment company and to invest the available funds of the company or borrowed funds in things of whatsoever nature, whether income earning or otherwise, and whether within the Cayman Islands, or outside thereof, including but not limited to, the purchase, redemption, exchange or sale of certificates of deposit, savings accounts, precious stones and metals, currencies, leasehold and freehold properties developed or otherwise, puts and calls, options, commodities, futures, receivables, contractual rights and such other things as the company may from time to time determine.

 - (b) To act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, retailers, wholesalers, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and exercise all kinds of investment, financial, commercial, mercantile, trading and other operations.



IN THE GRAND COURT OF THE CAYMAN ISLANDS

CIVIL JURISDICTION

CAUSE NO.:

In the matter of Ulstek Holding (Cayman) Corporation and Section 178 of the Companies Law (2001 Second Revision)

ATTACHED HERETO IS THE EXHIBIT REFERRED TO IN THE AFFIDAVIT IN SUPPORT OF APPLICATION TO RE-INSTATE ULSTEK HOLDING (CAYMAN) CORPORATION TO WHICH THIS EXHIBIT IS ANNEXED AND IS REFERRED TO ~~THEREIN AS "CWM-2"~~ AND ACCORDINGLY MARKED, THE CONTENTS OF WHICH HAVE BEEN SWORN TO BE A TRUE COPY OF THE ORIGINAL BY ~~CHENG WEN-MING~~ IN MY PRESENCE.

CHEN CHIEN-HSUN

Notary Public

Attorney at law

Cheng Wen-Ming
Cheng Wen-Ming as Sole Director for and on behalf of Ulstek Holding (Cayman) Corporation

CHEN CHIEN-HSUN & Associates

**704 suite, 43, 1 Sec., Chung-Ching south Rd.
Taipei, Taiwan**

TEL : 886-02-23115620

FAX : 886-02-23717376

General Registry
Tower Building
George Town
Grand Cayman
Cayman Islands
British West Indies

Telephone: (345) 949-7999
Facsimile: (345) 949-0969
E-mail: cigenreg@candw.ky



CAYMAN ISLANDS

REGISTERS
Companies
Ships
Trusts
Patents and Trademarks
Partnerships
Trade Unions
Building Societies
Friendly Societies
Co-operative
Marriages, Births and Deaths
Public Records

26th November, 2001

Susan Smith
Solomon Harris
P.O. Box 1990 GT
Grand Cayman

ULSTEK HOLDING (CAYMAN) CORPORATION. (# 101222)

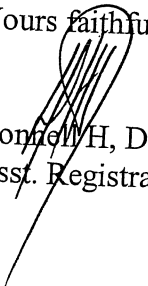
We refer to your recent inquiry of 20th November 2001, regarding the reinstatement of the above mentioned company. In regards to the subject company, we now confirm that:

- (a) The company was struck on 29th June, 2001
- (b) The reinstatement fees are as follows:

Restoration Fee	-	CIS	660.00
Annual fees (2001)	-	CIS	660.00
Penalties (2001)		CIS	660.00

- (c) We have no objection to the application to reinstate this company, provided the total fee of \$1,980.00 is paid and notice of Registered Office is filed at the time of restoration.

Yours faithfully


Donnell H. Dixon
Asst. Registrar Companies