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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -8 AM 7:50

FOREIGN PROFIT QUALIFICATION

amazonas ltd. incorporated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -8 PM 1:19

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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. AMAZONAS LTD. INCORPORATED
(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. BRITISH VIRGIN ISLANDS 3. 65-0972827
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 10th day of August, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. April 24, 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.155, F.S.))
- 7. 520 Brickell Key Drive Suite 0-305
Miami, Florida 33131
(Current mailing address)
- 8. Real Estate Holding
(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: Marco E. Rojas - Freeman, Burreyman, Haber & Rojas, LP

Office Address: 520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131, Florida, 33131
(Zip Code)

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 TALLAHASSEE, FLORIDA

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.

[Signature]
(Registered agent's signature)

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 addresses of officers and/or directors **H000 00025 149**

A. DIRECTORS

Chairman: _____
 Address: _____

Vice Chairman: _____
 Address: _____

Director: _____
 Address: _____

Director: _____
 Address: _____

B. OFFICERS

President Rogelio Villanizar
 Address: 520 Brickell Key Drive, Suite D-305
Miami, Florida 33131

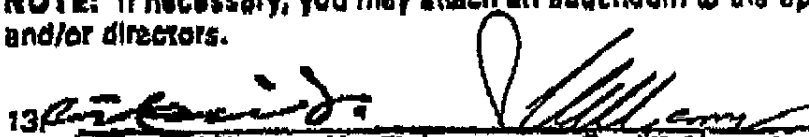
Vice President Roberto Villanizar
 Address: 520 Brickell Key Drive, Suite D-305
Miami, Florida 33131

Secretary: _____
 Address: _____

Treasurer: _____
 Address: _____

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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 named in number 12 of the application)

14. ROGELIO VILLANIZAR, PRESIDENT - ROBERTO VILLANIZAR, VICE PRESIDENT
 (Typed or printed name and capacity of person signing application)

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

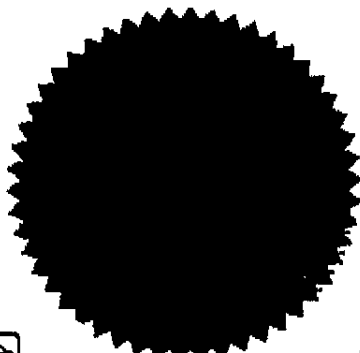
CERTIFICATE OF GOOD STANDING (Section 114)

No. 290425

AMAZONAS LTD.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 10th day of August, 1998 as Company No. 290425 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 21st day of March, 2000

By Ann Appleton
REGISTRAR OF COMPANIES



CRTI0045Q



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