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ACCOUNT NO. : 072100000032

REFERENCE : 831563 4800255

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquero

FILED
00 SEP 18 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 14, 2000

ORDER TIME : 3:28 PM

ORDER NO. : 831563-005

CUSTOMER NO: 4800255

2000003397282-7

CUSTOMER: Ms. Sandra Buzaglo
Chadbourne & Parke LLP
30 Rockefeller Plaza
31st Floor
New York, NY 10112

FOREIGN FILINGS

NAME: TUCUPON, INC.

(C)

XXXX QUALIFICATION (TYPE: CO)

mpc 9/18

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
00 SEP 18 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHADBOURNE & PARKE

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 SEP 18 PM 3:33
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SECRETARY OF STATE
TALLAHASSEE, 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. TuCoupon Inc.
(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. 51-0402495
(FBI number, if applicable)
4. August 16, 2000
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Chadbourne & Parke LLP
30 Rockefeller Plaza, New York, NY 10112 - Attention: Clara Krivoy
(Current mailing address)
8. to engage in any lawful act or activity for which corporations may be organized in the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) State of Delaware.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
Corporation Service Company
By: [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.
12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

09/07/00 18:44 FAX 212 541 5369

CHADBOURNE & PARKE

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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 listed in number 12 of the application)

14. _____

President - Alberto Benbunan

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name and Addressed of Directors and Officers

12 A.

Directors:

Alberto Benbunan

Av. Buenos Aires
Ed. Naiguata
Apto. 13
Los Caobos
Caracas, Venezuela

George Kastner

Av. Ppal. De la Castellana
con Primera Transv.
Ed. Banco Lara, PH
Caracas, Venezuela

Eittan Vainstein

Av. Carupano
Res. Armón
Apto 10
Las Palmas
Caracas, Venezuela

David Obadia

Av. El Centro
Res. La Cascada
Apto 3-A
Los Chorros
Caracas 1071, Venezuela

Benjamin Bentolila

Av. los Proceres
Parque Residencial Anauco
Ed. Delta
Apto. 12-A
San Bernardino
Caracas, Venezuela

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CHADBOURNE & PARKE

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SECRETARY OF STATE
TREASURY DEPARTMENT

12 B.

Officers:

President:

Alberto Benbunan

Av. Buenos Aires
Ed. Naiguata
Apto. 13
Los Caobos
Caracas, Venezuela

Vice-President:

George Kastner

Av. Ppal. De la Castellana,
con Primera Transv.
Ed. Banco Lara, PH
Caracas, Venezuela

Secretary:

Rittan Vainstein

Av. Carupano
Res. Armón
Apto 10
Las Palmas
Caracas, Venezuela

Treasurer:

David Obadia

Av. El Centro
Res. La Cascada
Apto 3-A
Los Chorros
Caracas 1071, Venezuela

Manager:

Benjamin Bentolila

Av. los Proceres
Parque Residencial Anauco
Ed. Delta
Apto. 12-A
San Bernardino
Caracas, Venezuela

State of Delaware

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Office of the Secretary of State

FILED
00 SEP 18 PM 3:33
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TUCUPON 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TUCUPON INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3276235 8300

AUTHENTICATION: 0681208

001470263

DATE: 09-18-00