

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 101 Tallahassee, Florida 32301
(850) 224-8870 • 1-800-542-8061 • FAX (850) 222-1122

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mw Network, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 30 AM 11:21
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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
✓ ____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
✓ ____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search 3/K _____
____ Driving Record 4/30 _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____


**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. MW NETWORK, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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 3. 65-1091814
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 20, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 8350 N.W. 52 Terrace, Suite 407, Miami, FL 33166
(Principal office address)
- 8350 N.W. 52 Terrace, Suite 407, Miami, FL 33166
(Current mailing address)
- To engage in any act or activity for which corporations may
be organized under the laws of Delaware and Florida.
8. _____
(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: Ricardo A. Gonzalez & Associates, P.A.
- Office Address: 7270 N.W. 12th Street, PH 9
Miami, Florida 33126
(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.

 RICARDO A. GONZALEZ, PRESIDENT
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marcel Roberto Vinay, Sr.

Address: Julian Adame 114, Casa 7, El Molino
Caujimalpa, Mexico City, Mexico 05240

Vice Chairman: Pablo Bruno Ricalde Alarcon

Address: Domicilio Manolete No. 9, Lomas de Sotelo C.P. 53390
Naucalpan, EDO. de Mexico

Director: Ricardo A. Gonzalez, Esq.
Address: 7270 N.W. 12th Street, PH9
Miami, FL 33126

Director: _____

Address: _____

B. OFFICERS

President: Pablo Bruno Ricalde Alarcon

Address: Domicilio Manolete No. 9, Lomas de Sotelo C.P. 53390
Naucalpan, EDO. de Mexico

Address: Marcel Vinay, Chief Executive Officer
Prol. Bosque de Reforma 2000, Casa 120, Fraccionamiento
La Punta, Bosques de las Lomas, Mexico City, Mexico 0510 0

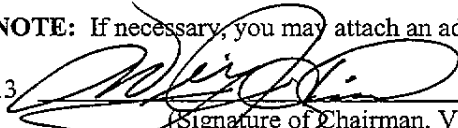
Secretary: Wilfredo Hernandez, Vice-President, Chief Financial Officer

Address: 8350 N.W. 52 Terrace, Suite 407, Miami, FL 33166

Treasurer: Wilfredo Hernandez

Address: Same as above.

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. Wilfredo Hernandez, Vice President
(Typed or printed name and capacity of person signing application)

FILED
APR 30 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MW NETWORK, 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 TWENTIETH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MW NETWORK, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MARCH A.D. 2001.

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

FILED
APR 20 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1033159

DATE: 03-20-01