

F01000005354

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

MJH

7/11

SUBJECT: WEXEL ASSOCIATES INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

400004631074--0
-10/11/01--01026--004
*****87.50 *****87.50

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MANUEL E. CABEZA
(Name of Person)

CABEZA & ASSOCIATES, P. A.
(Firm/Company)

338 MINORCA Ave.
(Address)

CORAL GABLES, FLORIDA 33134
(City/State and Zip code)

For further information concerning this matter, please call:

Manuel E. Cabeza at (305) 444-7282
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 11 PM 4: 37

FILED

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. WEXEL ASSOCIATES 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. REPUBLICA DE PANAMA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPTEMBER 18, 1997 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. Edificio Proconsa I, Piso 4, oficina 4A, calle 51 & Manuel Ma. Icaza, Panama, Panama
(Principal office address)
Edificio Proconsa I, Piso 4, oficina 4A, calle 51 & Manuel Ma. Icaza, Panama, Panama
(Current mailing address)

8. All powers that a natural person may legally exercise
(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: Manuel E. Cabeza
Office Address: 338 Minorca Ave.
Coral Gables, Florida 33134
(City) (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.


(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: ANDRES SARDI

Address: Calle 81 #8-35
Bogota, Colombia

Vice Chairman: FRANCISCO SARDI

Address: Calle 81 #8-35
Bogota, Colombia

Director: JORGE SARDI DOMINGUEZ

Address: Calle 81 #8-35
Bogota, Colombia

Director: _____

Address: _____

B. OFFICERS

President: ANDRES SARDI

Address: Calle 81 #8-35
Bogota, Colombia

Vice President: FRANCISCO SARDI

Address: Calle 81 #8-35
Bogota, Colombia

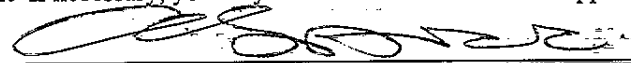
Secretary: FRANCISCO SARDI

Address: Calle 81 #8-35, Bogota, Colombia.

Treasurer: ANDRES SARDI

Address: Calle 81 #8-35, Bogota, Colombia.

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. ANDRES SARDI, Chairman & President.
(Typed or printed name and capacity of person signing application)

TUSR

PAG: 1



ANPI

REPUBLICA DE PANAMA
MINISTERIO DE ECONOMIA Y FINANZAS
REGISTRO PUBLICO DE PANAMA

CON VISTA A LA SOLICITUD: 11586...

01/08/2001

C E R T I F I C A :

QUE LA SOCIEDAD :

WEXEL ASSOCIATES, INC.
SE ENCUENTRA REGISTRADA EN LA FICHA: 335544 ROLLO: 56217 IMAGEN: 9
DESDE EL DIECIOCHO DE SEPTIEMBRE DE MIL NOVECIENTOS NOVENTA Y SIETE ,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:
1) ANDRES SARDI
2) FRANCISCO SARDI
3) JORGE SARDI DOMINGUEZ

QUE SUS DIGNATARIOS SON:
PRESIDENTE : ANDRES SARDI
VICE-PRESIDENTE : FRANCISCO SARDI
TESORERO : ANDRES SARDI
SECRETARIO : FRANCISCO SARDI

QUE LA REPRESENTACION LEGAL LA EJERCERA:
EL PRESIDENTE. EN SU DEFECTO POR AUSENCIA O SIMPLE INHABILIDAD LO SERA
EL VICEPRESIDENTE.

QUE SU AGENTE RESIDENTE ES: JUAN FELIPE DE LA IGLESIA ABAD
DETALLE DEL CAPITAL :
EL NUMERO TOTAL DE ACCIONES QUE LA SOCIEDAD PODRA EMITIR ES DE
SEISCIENTAS TODAS LAS CUALES SERAN SIN VALOR NOMINAL.

QUE SU DURACION ES PERPETUA
QUE SU DOMICILIO ES PANAMA
EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL PRIMERO DE AGOSTO DE
DOS MIL UNO , A LAS 01:20:36.8 P.M.

NOTA: ESTA CERTIFICACION PAGO
DERECHOS POR UN
VALOR DE B/. 30.00
COMPROBANTE NO. 11586..
FECHA: 01/08/2001

ORIEL CASTRO CASTRO
CERTIFICADOR





Esta Autenticación no
implica responsabilidad
en cuanto al contenido
del documento.

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

- 1 País PANAMA
 - 2 El presente documento público
 - 3 ha sido firmado por Mel Castro
 - 4 quién actúa en calidad de Compañero
 - 5 y está revestido del sello / timbre de 30-
- CERTIFICADO
- 6. el día 6 AGO 2001
 - 7 por DIRECCION ADMINISTRATIVA
 - 8 Bajo el número 7696
 - 9 Sello / timbre 25
 - 10. Firma: Inocencia Vásquez

TRANSLATION

TUSR

ANPI

PAG.

REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA
WITH VIEW ON PETITION - 11586..

08/01/2001

CERTIFIES

----- THAT THE CORPORATION -----

WEXEL ASSOCIATES INC.

IS REGISTERED IN MICROJACKET: 335544, FILM: 56217, FRAME: 9, AS OF THE EIGHTEENTH OF SEPTEMBER OF NINETEEN HUNDRED AND NINETY-SEVEN,

THAT THE CORPORATION IS IN FORCE AND EFFECT

THAT ITS DIRECTORS ARE:

- 1 - ANDRES SARDI
- 2 - FRANCISCO SARDI
- 3 - JORGE SARDI DOMÍNGUEZ

THAT ITS OFFICERS ARE:

PRESIDENT: ANDRES SARDI
VICE-PRESIDENT: FRANCISCO SARDI
TREASURER: ANDRES SARDI
SECRETARY: FRANCISCO SARDI

THAT THE LEGAL REPRESENTATION WILL BE EXERCISED BY THE PRESIDENT.
IN HIS STEAD OR ABSENCE OR MERE INCAPACITY, SHALL BE THE VICE-PRESIDENT.

THAT ITS RESIDENT AGENT IS: JUAN FELIPE DE LA IGLESIA ABAD
PARTICULARS OF THE CAPITAL:

THE TOTAL NUMBER THAT MAY BE ISSUED BY THE CORPORATION IS SIX HUNDRED, ALL OF WHICH SHALL BE WITHOUT NOMINAL VALUE.

THAT ITS DURATION IS PERPETUAL.

THAT ITS DOMICILE IS IN PANAMA.

ISSUED AND SIGNED IN PANAMA CITY, ON THE FIRST OF AUGUST OF TWO THOUSAND ONE, AT 01-20-36.8 P.M.

NOTE: THIS CERTIFICATE
PAID THE STAMP TAX
FOR A VALUE OF B/.30.00
OFFICIAL RECEIPT NO. 11586.-
DATE: AUGUST 1, 2001

(Sgd.) Oriel Castro Castro
ORIEL CASTRO CASTRO
CERTIFYING OFFICER

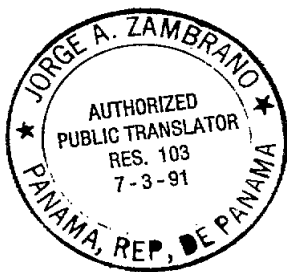
(OFFICIAL SEAL OF THE PUBLIC REGISTRY - REPUBLIC OF PANAMA)

CERTIFICATE OF ACCURACY

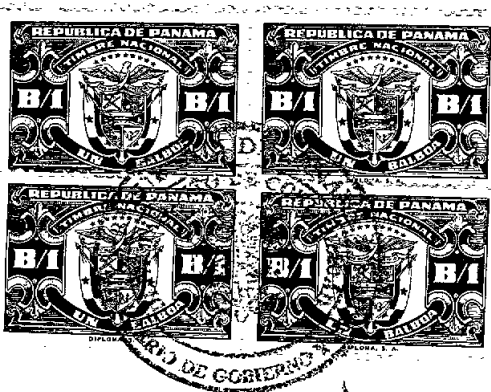
The undersigned, JORGE A. ZAMBRANO, hereby certifies:

1. That he is a Public Translator for the Republic of Panama of the Spanish and English languages, and is thoroughly qualified to translated in these two languages.
2. That the foregoing document is an English translation carefully made by him of a Certificate of the Public Registry of the corporation named WEXEL ASSOCIATES INC., hereto attached.
3. That said translation is a true and correct English version of such Certificate of the Public Registry to the best of his knowledge and belief.

Panama, August 6, 2001.



Jorge A. Zambrano
 Jorge A. Zambrano
 Authorized Public Translator
 Personal I.D. Card No. 8-204-1164



Esta Autenticación no
 implica responsabilidad
 en cuanto al contenido
 del documento.

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

- 1 País PANAMA
- El presente documento publico
- 2 ha sido firmado por *Jorge A. Zambrano*
- 3 quién actúa en calidad de *Traductor*
- 4 y está revestido del sello / timbre de *[initials]*

CERTIFICADO

- 5 en PANAMA
6. el día 06 AGO 2001
- 7 por DIRECCION ADMINISTRATIVA
- 8 Bajo el número 7695
- 9 Sello / timbre
10. Firma: *Inocencia Vásquez*
Inocencia Vásquez