

F020000000802

LYNN B. LEWIS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 280
1390 BRICKELL AVENUE
MIAMI FLORIDA 33131

LYNN B. LEWIS

TELEPHONE 305-374-0148
TELECOPIER 305-374-7071

February 11, 2002

Douglas H. Spitler, Jr.
Division of Corporations/Internet Access
409 E. Gaines Street
Tallahassee, FL 32399

100004817721--4
-02/14/02--01003--011
*****87.50 *****87.50

Dear Doug:

As we discussed, please file the enclosed Application of Foreign Corporation for Authority to Conduct Business in Florida.

Once it is filed, please fax to me the certified copy and then utilize the enclosed Federal Express label to return the original certified copy to Miami.

Thank you for your help.

Love,

Lynn

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DE FEB 13 PM 4:13

APPROVED
AND
FILED

SPB
2-13-02

**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. INMOBILIARIA HERVAZA CORPORATION

(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. Panama

(State or country under the law of which it is incorporated)

3. 59-2412303

(FEI number, if applicable)

4. October 28, 1977

(Date of incorporation)

5. Perpetual

(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. 1965 N.E. 135 Street, North Miami, Florida 33181-2142

(Principal office address)

c/o Patricio Suarez, Manager, 1965 N.E. 135 Street, N. Miami, FL 33181-2142

(Current mailing address)

8. Purchase, sell, lease real estate; purchase, sell and negotiate in all kinds of

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
consumer goods and to conduct or transact any business allowed by law.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Patricio Suarez, General Manager

Office Address: 1965 N.E. 135 Street

North Miami

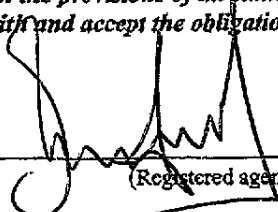
(City)

, Florida 33181-2142

(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.


(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.

APPROVED
FILED
1977 OCT 3 PM 4:13
DEPT. OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: ~~President~~ Jose Luis Alvarez

Address: calle Roca 653 y Amazonas
Quito - Ecuador

Director: ~~Vice Chairman~~ Marcelo Herrera Zamora

Address: GRAN Colombia 8-02 y Luis Cordero
Cuenca - Ecuador

Director: Fernando Vazquez

Address: AV. España 17-50 Importadora Toncamba
Cuenca - Ecuador

Director: Rocio Vasquez Alcazar

Address: AV. España 17-60 Importadora Toncamba
Cuenca - Ecuador

Director: Nora Vasquez Castro

AV. España 17-50 Importadora Toncamba
Cuenca Ecuador

B. OFFICERS

President: Jose Luis Alvarez

Address: Calle Roca 653 y Amazonas
Quito - Ecuador

Vice President:

Address:

Secretary: Jose Luis Alvarez

Address: Calle Roca 653 y Amazonas Quito - Ecuador

Treasurer: Marcelo Herrera Zamora

Address: Gran Colombia 8-02 y Luis Cordero - Cuenca
Ecuador

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.

marcelo herrera zamora - TREASURER

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

RECEIVED
STATE
HARVEST LA RIDA
15 FEB 14

APPROVED
FILED

GEHE

PAG:

1

01/02/2002

CON VISTA A LA SOLICITUD: 251348.-

C E R T I F I C A : -

QUE LA SOCIEDAD : -----

INMOBILIARIA HERVAZA CORPORATION.

SE ENCUENTRA REGISTRADA EN LA FICHA:

18999 ROLLO:

893 IMAGEN:

302

DESDE EL VEINTIOCHO DE OCTUBRE DE MIL NOVECIENTOS SETENTA Y SIETE,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1) JOSE LUIS ALVAREZ BURDANO
- 2) MARCELO HERRERA ZAMORA
- 3) FERNANDO VAZQUEZ
- 4) ROCIO VAZQUEZ ALCAZAR (SUPLENTE)
- 5) NORA VAZQUEZ CASTRO (SUPLENTE)

QUE SUS DIGNATARIOS SON:

PRESIDENTE

: JOSE LUIS ALVAREZ BURDANO

TESORERO

: MARCELO HERRERA ZAMORA

SECRETARIO

: JOSE LUIS ALVAREZ BURDANO

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL PRIMERO DE FEBRERO DE
DOS MIL DOS , A LAS 03:05:19.0 P.M.

NOTA: ESTA CERTIFICACION PAGO

DERECHOS POR UN

VALOR DE B/. 30.00

COMPROBANTE NO. 251348.-

FECHA: 01/02/2002 (GEHE

Oriel Castro Castro
CERTIFICADOR

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1 Pais PANAMA

El presente documento publico

2 ha sido firmado por

3 quien actúa en calidad de

4 y está revestido del sello / timbre de

CERTIFICADO

05 FEB 2002

5 en PANAMA

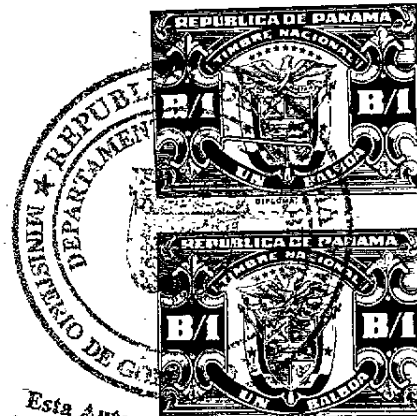
6. el día

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número

9 Sello / timbre

10. Firma:



Esta Autenticación no
implica responsabilidad
en cuanto al contenido
del documento

APPROVED
AND
FILED

02 FEB 13 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1 País PANAMA

El presente documento público

2 ha sido firmado por Rosa I. Broce

3 quién actúa en calidad de Administradora

4 y está revestido del sello / timbre de 45

CERTIFICADO

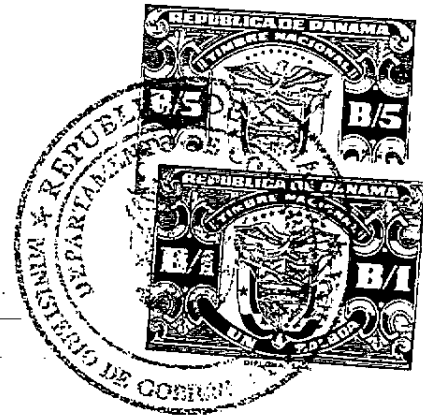
5 en PANAMA 6. el día 05 FEB 2002

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 761

9 Sello / timbre 10. Firma: Inocencia Vásquez

Inocencia Vásquez



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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 13 PM 1:14

APPROVED
AND
FILED

TRANSLATION

GEHE

PAGE 1

Shield of the Republic of Panama
THE PUBLIC REGISTRY OF PANAMA
IN VIEW OF PETITION: 251348..-

02/01/2002

CERTIFIES:

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

INMOBILIARIA HERVAZA CORPORATION

IS REGISTERED IN MICROJACKET: 18999, ROLL: 893, FRAME: 302,
AS OF THE TWENTY EIGHTH OF OCTOBER OF NINETEEN HUNDRED AND SEVENTY-
SEVEN,

THAT THE CORPORATION IS IN FORCE.

THAT ITS DIRECTORS ARE:

1. - JOSE LUIS ALVAREZ BURDANO
2. - MARCELO HERRERA ZAMORA
3. - FERNANDO VASQUEZ
4. - ROCIO VASQUEZ ALCAZAR (ALTERNATE)
5. - NORA VASQUEZ CASTRO (ALTERNATE)

THAT ITS OFFICERS ARE:

PRESIDENT: JOSE LUIS ALVAREZ BURDANO
TREASURER: MARCELO HERRERA ZAMORA
SECRETARY: JOSE LUIS ALVAREZ BURDANO

THAT ITS DURATION IS PERPETUAL.

THAT ITS DOMICILE IS PANAMA.

ISSUED AND SIGNED IN THE CITY OF PANAMA ON THE FIRST OF FEBRUARY OF TWO
THOUSAND TWO, AT 03:05:19.0 P.M.

NOTE: THIS CERTIFICATE PAID

THE FISCAL STAMPS

FOR A VALUE OF B/30.00

OFFICIAL RECEIPT N°. 251348..-

DATE - FEBRUARY 1ST, 2002 (GEHE)

(Sgd.) Illegible

By: Diana Chely Sosa

For: ORIEL CASTRO CASTRO
CERTIFIER

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

THE FOREGOING IS A TRUE TRANSLATION OF THE DOCUMENT IN SPANISH THAT WAS
SUBMITTED TO ME.----- Panama, February 4th, 2002. -----

AUTHORIZED PUBLIC TRANSLATOR

R. Broce
ROSA I. BROCE
Resolution 136
June 8, 1994

02 FEB 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED