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OFFICE OF
TALLAHASSEE, FLORIDA

04 JUN 16 AM 11:02

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PC & CO. MANAGEMENT & SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

ROSAURA RIOS
(Name of Person)

(Firm/Company)

4735 PALM BEACH BLVD.
(Address)

FORT MYERS, FL. 33905
(City/State and Zip code)

For further information concerning this matter, please call:

ROSAURA RIOS at (**239**) **693-5182**
(Name of Person) (Area Code & Daytime Telephone Number)

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

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TRANSLATION

PUBLIC INSTRUMENT NUMBER TWO THOUSAND, NINE HUNDRED SEVENTEEN ===== 2,917 =====

Whereby the corporation named _____
_____ PC & CO. MANAGEMENT & SERVICE INC. ✓
is incorporated, domiciled in the City of Panama, Republic of Panama.
_____ Panama, March 25, 2003. _____

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COUNTY OF ST. JOHNS
TALLAHASSEE, FLORIDA

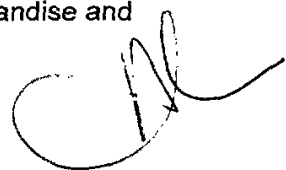
In the City of Panama, Capital of the Republic and Seat of the Notarial Circuit of the same name, on the twenty five (25) day of the month of March of the year Two Thousand and three (2003) before me, PLINIO FRANCISCO VALDES, Twelfth Notary Public of the Circuit of Panama, bearer of personal identity certificate number eight - two hundred and eighty nine - three hundred and eighty (8-289-380) appeared personally the following persons: GUILLERMO ESPINOSA, male, of age, married, Panamanian, and resident of this city, bearer of personal identity certificate number eight - three hundred fifty two - five hundred forty six (8-352-546), and AKNIA CHI PARDO, female, of age, single, attorney at law, Panamanian and resident of this city, bearer of personal identity certificate number eight - three hundred and four - six hundred and forty seven (8 - 304 - 647), in their names, who I know and they requested me to issue this Public Deed, with the purpose of constituting a corporation pursuant to Law Thirty Two (32) of nineteen hundred and twenty seven (1927), on corporations of the Republic of Panama, and for this purpose they adopt, establish, agree and constitute the following Corporate Charter:_____

FIRST: The name of the corporation is:_____

_____ **PC & CO. MANAGEMENT & SERVICE INC.** _____

SECOND: The corporation has the following purposes and objects: _____

- a) To establish, conduct and carry administrative services for corporations, private foundations and trusts who wish to make Panama their operational headquarters.
- b) To establish representation offices in any part of the world; To carry out , in general, the business of imports and exports of all kind of goods, merchandise and



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. PC & CO. MANAGEMENT & SERVICE, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PANAMA 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/25/03 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. TORRE BLANCO ALIADO 4-C CALLE BEATRIZ MIRANDA DE CABAL, PANAMA, REP. OF PANAMA
(Principal office address)

P.O. BOX 0816-01822 PANAMA 5, REP. OF PANAMA
(Current mailing address)

8. ADMINISTRATIVE SERVICES FOR CO.S AND PRIVATE FOUNDATIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

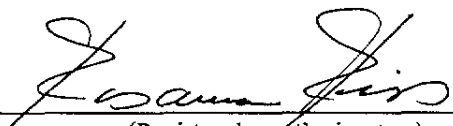
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: ROSAURA RIOS

Office Address: 4735 PALM BEACH BLVD.

FORT MYERS, Florida 33905
(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.


(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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Marcela Rojas

Address: Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama
Republic of Panama

Vice Chairman: Rosaura Rios

Address: 4735 Palm Beach Blvd. Fort Myers, Fl. 33905

Director: Aknia Chi Pardo

Address: Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama
Republic of Panama

Director: Ariel Perez

Address: Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama
Republic of Panama

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Rosaura Rios*
(Signature of Director or Officer listed in number 12 of the application)

14. Rosaura Rios U.P.
(Typed or printed name and capacity of person signing application)

values.-----

c) To receive merchandise and products in bond and to pack, unpack, repack, manufacture, fill, mount, assemble, refine, mix, transform, and in general, to operate, handle and manipulate all kinds of merchandise, products, raw materials, containers and other commercial goods, for which the corporation shall establish stores in the territory of the Colon Free Zone, or in any other territory, within or outside the Republic of Panama. -----

d) To establish, conduct and carry out in general the business of financing, investments, and brokerage in all its fields, and to organize and carry out and undertake any business, transaction or operation that be commonly carried out by financiers, capitalist, promoters, underwriters of the issuance of the subscription of shares and other values and obligations of persons, companies, corporations, collective societies or associations or by real estate, option or concession brokers or by merchants, manufacturers and traders; to carry out any other trade or business that may be carried out advantageously by the corporation in connection with the general business of the corporation as it has been said or as it be expressed or referred to here in after.-----

e) To build, purchase, lease, charter or otherwise own in domain, to have, use and alienate vessels, steamships or any other kind of ships, airplanes and all types of air machines and terrestrial transports and their appurtenances, to establish, put to work and maintain vessels and steamships and other kinds of ships between cities, towns and ports of the Republic of Panama, or of any part of the world, and in general, to transport passengers, raw materials, goods, effects, merchandise and products of any kind, type or description.-----

f) To acquire, through original subscription, participation in syndicates, purchase offers or otherwise, and have, sell, exchange, disown, lease, surrender, transfer, mortgage, encumber, convert, avail, trade, pledge, or otherwise alienate shares, goods, provisional certificates, debentures, bonds, mortgages, promissory notes, guarantees, coupons, drafts, obligations, securities, products, concessions, options, patents, annuities, licenses, policies, debts, commercial enterprises and the clientely thereof, complaints, privileges, claims, commercial instruments,

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SECRETARY OF STATE
TALEAH ASSESSOR

evidences of indebtedness and contracts of whatever it be the business it would carry or be authorized to carry out, and whatever be the totality of its operations; or granted, created or guaranteed by any government, entity or authority, public, municipal, local or otherwise, either of the Republic of Panama or of another place; and while being the owner of same, to receive, collect and dispose of the interests and dividends over the same, and exercise all the rights, powers and privileges of domain, including the corresponding voting right.-----

g) To acquire and undertake the totality or any part of the business, or of the possessions and assets of any person or company which carry out any business or which would have possessions adaptable for the purposes of this corporation, and to carry out, conduct, aid, subsidize, contribute to, dissolve or liquidate any business so acquired or any other business that the corporation may advantageously carry out; to organize, incorporate, reorganize, and assist financially or otherwise, or amalgamate, consolidate or merge with any company, subsidiary or affiliate, or with any other company, and to do all of the things that would be necessary or convenient to put such purposes in to effect.-----

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JUN 16 AM 10:02
STATE OFFICE OF
RECORDS & ADMINISTRATION
TALLAHASSEE, FLORIDA

h) To draw, issue, accept, endorse, discount, grant, issue and trade on promissory notes and bills of exchange, vouchers, guarantees, debentures or other negotiable or transferable instruments.-----

i) To purchase, sell or otherwise acquire and alienate, charter goods or real estate of any description and to invest the capital and income of the corporation in the purchase of same, likewise, to mortgage or pledge them to guarantee fulfillment of the obligations of the corporation all which powers shall be exercised in the manner and at the time the Board of Directors deem convenient.-----

j) To make and execute contracts of all types, for any lawful purposes as well as in general, all kinds of juridical acts, whether they be related or not to the corporate objects aforementioned.-----

k) To do all or any of the things enumerated above as principals, attorneys-in-fact, contractual agents, or in any other character and through attorneys-in-fact, agents or in the manner that the Board of Directors deem convenient.-----

l) To establish, conduct or carry, in general, any other lawful business that be



Aknia Chi Pardo
Intérprete Público Autorizado
Ley 325 del 30-10-2002
República de Panamá

permitted by the laws of the Republic of Panama, for which the corporation shall have all the rights and powers that Article Nineteen (19) of Law Thirty Two (32) of Nineteen Hundred and Twenty Seven (1927) confers to corporations of the Republic, as well as any other rights and powers that be granted by other laws, all of which purposes the corporation may fulfill within or outside the territory of the Republic of Panama.-----

THIRD: The capital stock is of Five Hundred (500) shares, common, nominative and/or to the bearer, with no given par value. Each share will give a right to one vote. The capital stock will be equal to the total sum represented by the shares with par value, plus a determined sum with respect to each share that is issued with no par value, and the sums that from time to time are incorporated to the capital stock, in accordance with a Resolution or resolutions from the Board of Directors. The capital stock may be increased, more shares may be issued, and the class and rights appertaining to said shares may be varied.-----

FOURTH: The number of shares that each subscriber to this Corporate Charter agree in taking and their names and addresses are the following: GUILERMO ESPINOSA, with address at Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama, Republic of Panama, one (1) share; and AKNIA CHI PARDO, with the same address as above, One (1) Share.-----

FIFTH: The liability of each shareholder shall be limited to the sum, if exists, due on account of his shares, -----

SIXTH: The corporation shall have its domicile in the Republic of Panama, and the name of its Resident Agent is the law firm PEREZ - CARRERA & CO., with address at Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama, Republic of Panama. -----

SEVENTH: The duration of the corporation shall be perpetual. -----

EIGHTH: a) The Board of Directors shall be composed of no less than three (3) and no more than seven (7) Directors. The number of Directors shall be three (3) and their names and addresses are the following: AKNIA CHI PARDO, ORIEL DE FRIAS, RUTH TORRES all with addresses at Banco Aliado Tower Suite 4-C, Beatriz Miranda de Cabal Street, Campo Alegre, Panama, Republic of Panama.--

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JUN 18 AM 11:00
SECRETARY OF STATE
REPUBLIC OF PANAMA

#



República de Panamá
Reg. TP-325 del 30-10-2005

b) Subject to the provisions of the Law and this Corporate Charter, the number and term of duration of the office of Directors shall be set forth or determined in the manner prescribed in the By-Laws of the Corporation, except when otherwise established, in case of vacancies in the Board of Directors, the majority of directors exercising their duties may elect directors to fill such vacancies. It is not required that the Directors be shareholders. -----

c) The board of Directors may exercise all the powers of the corporation with exception to those the Law, this Corporate Charter or the By-Laws vest on or reserve for the shareholders. -----

d) At any meeting of the Board of Directors any director may be represented and vote by means of a proxy or proxies (who need not be directors) appointed by written instrument, public or private, with or without power of substitution.-----

e) A director may hold any remunerated office with the corporation in addition to the office of Director. No director shall be disqualified from entering into contracts, agreements or deals with the corporation, and the name of such contracts, agreements or deals shall be voided whether they be with the Director or with a corporation in which he might be interested as shareholder or director or officer or otherwise, and no director shall be liable to account to the corporation for any profit arising out of any such contracts, agreements or deals, provided that such director would disclose to the remaining directors of the corporation his interest in such contract, agreement or deal at or before the time when such contract, agreement or deal be determined upon or entered into and that such contract, agreement or deal be approved by the Board of Directors.-----

f) The Board of Directors may appoint two or more members of its body to constitute and executive committee or any other committee or committees, which shall have and exercise the powers of the Board of Directors in the administration of the businesses and affairs of the corporation, up to the point and subject to the restrictions expressed in this Corporate Charter or in the resolutions whereby said committee or committees are appointed.-----

NINETH: All the meetings of the shareholders and the Board of Directors of the corporation shall take place at the office of the corporation in the Republic of

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CORPORATE AFFAIRS
REPUBLIC OF PANAMA

Panama, or at the place or places either within or outside the Republic of Panama, which the Board of Directors from time to time determine. -----

TENTH: The first officers of the corporation shall be:-----

AKINIA CHI PARDO-----PRESIDENT-----

ORIEL DE FRIAS-----SECRETARY-----

RUTH TORRES-----TREASURER-----

The legal representative of the corporation shall be the President and in his temporary absences the Secretary. -----

ELEVENTH: This corporation reserves the right to amend this Corporate Charter, according to the modifications that be approved from time to time, in the manner now and henceforth provided by the Law, it being understood that all the rights conferred upon officers, directors and shareholders in these presents are granted subject to this reservation.-----

*-----***-----

This Instrument having been read to the incorporators in the presence of the instrumental witnesses, Felipe Cruz González, with personal identity certificate number one - nine - six hundred and sixteen (1-9-616) and Benigno Lopez Pinzon, with personal identity certificate number nine - one hundred and thirty nine - three hundred and sixty two (9-139-362), both of age, panamanians and residents of this city, who I know and are able, they found it correct, approved and we all sign for the record before me, which I attest. -----

This Instrument in the Instruments book of this year bears in order number TWO THOUSAND AND NINE HUNDRED SEVENTEEN
=====2917=====

(Signed). Guillermo Espinosa. - Aknia Chi Pardo. - Felipe Cruz - Benigno Lopez.
-- PLINIO F. VALDES Twelveth Notary Public -----

In accordance this copy of the original that I execute, seal and sign in Panama, Republic of Panama, on the twenty five (25th) day of the month of March of the year two thousand and three (2003). -----

DE JUN 16 2002
SECRETARÍA DE ESTADO
TALLAHASSEE FLORIDA

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Filed in the Public Registry of Panama

Province: Panama

Date and Hour: 2003/04/28 15:11:06:6

Ledger 2003

Entry: 44599

Filed by: Guillermo Espinosa

Identification Certificate 8-352-546

Liquidation No. 8454996

Total Taxes: 60.00

Filed by: DIGR

(Signed) Hugo Daniel Carrillo --- (Round Seal) Republic of Panama + Office of the Public Registry.

The Aforementioned Document is Registered in the Public Registry of Panama at:

Mercantile Department --- Record 432890 --- Acronym S.A.

Document 460587 --- Registration Fee B/. 50.00

Qualification Fee B/. 10.00

Place and Date of Registration--- Panama, April 29 of 2003 --- (Illegible

Signature) -- Chief Registry --- (Round Seal) of the Public Registry of the Republic of Panama

APOSTILLE

The Hague Convention of 5 October, 1961

1. In Panama Country the present public instrument
2. has been signed by Humberto Pedreschi
3. who acts as the Assistant of Merchandise Pact
4. and has a stamp and seal of the Public Registry of Panama

CERTIFICATE:

5. At the Ministry of Foreign Affairs
 6. Date 03/29/2004
 7. by chief of legalizations
 8. Under number 101/EAV RN 140006
 9. Seal / stamp: Legalization and Authentication Department
 10. Signature: JUAN J. CHAVARRIA G.
- (Round Seal) Ministry of Foreign Affairs of Panama

04 JUN 16 AM 11:02
SECURITY IN JAMAICA
TALLAHASSEE, FLORIDA

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The present document was translated from
The original document presented to me in
Spanish being a truth copy of the original,

AKNIA M. CHI PARDO
Panama, April 13, 2004


AKNIA M. CHI PARDO
Intérprete Público Autorizado
Español - Inglés - Español
Res. TP-325 del 30-10-2002
República de Panamá

APOSTILLE


(Convention de la Haye du 5 octobre 1961)

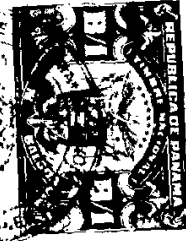
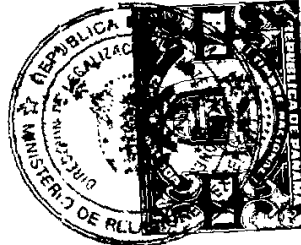
1. En Panamá el presente documento público
2. ha sido firmado por AKNIA M. CHI PARDO
3. quien actúa en calidad de TRADUCTORA
4. y está revestido del sello / timbre de REPUBLICA DE PANAMA

CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 14/04/2004
7. por JEFE DE LEGALIZACIONES Y AUTENTICACIONES
8. bajo el número 249/EAV PN 141562

10. Firma


LIC. JUAN J. CHAVARRIA G.
Jefe de Autenticación y Legalización A. I.
Ministerio de Relaciones Exteriores



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SERVANT OF STATE
TALLAHASSEE, FLORIDA