

**F05000006050**

Florida Department of State  
Division of Corporations  
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(((H05000246899 3)))

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M. HODGE

To: Division of Corporations  
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From: Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305) 371-2700  
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F05-4050

**FOREIGN PROFIT QUALIFICATION**

**THERMOPLAST DE MEXICO, S.A. DE C.V.**

RECEIVED  
05 OCT 18 AM 7:43  
DIVISION OF CORPORATION

FILED  
05 OCT 18 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Certificate of Status	0
Certified Copy	1
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**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. Thermoplast de Mexico, S.A. de C.V.  
(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. Mexico 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 13, 2002 5. 99 years  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4000 Ponce de Leon Blvd., Ste 470, Coral Gables, Florida 33146  
(Principal office address)

2600 S. Douglas Road, PH 6, Coral Gables, Florida 33134  
(Current mailing address)

8. Purchase, sale, commercialization, importation and exportation of all kinds of goods and merchandise.  
(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 NOT acceptable)

Name: Jose I. Padial

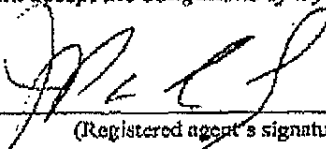
Office Address: 2600 S. Douglas Road, PH 6  
Coral Gables, Florida 33134  
(City) (Zip code)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
OCT 18 PM 2:37

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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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**A. DIRECTORS**

Chairman: Juan Enrique Camara Solis

Address: Km. 11 Carretera a Progreso  
Merida, Yucatan, Mexico C.P. 97300

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Juan Enrique Camara Solis

Address: Km. 11 Carretera a Progreso  
Merida, Yucatan, Mexico C.P. 97300

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

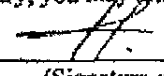
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Juan Enrique Camara Solis, President  
(Typed or printed name and capacity of person signing application)

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**TRANSLATOR'S CERTIFICATION**

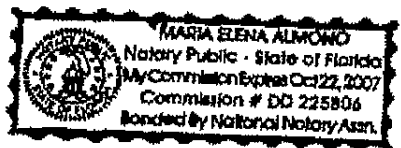
STATE OF FLORIDA            )  
  )  
COUNTY OF MIAMI-DADE    )            SS:

I, Orlando Oscar Peñalber, certify that I am knowledgeable and fluent in the English and Spanish languages and competent to translate from either language to the other. The attached translation, consisting of three pages, is a true, accurate and complete rendering into English of the provided document written in Spanish, to the best of my knowledge and belief.

Signature of translator: *Orlando Oscar Peñalber*  
Name of translator: ORLANDO OSCAR PEÑALBER

The foregoing instrument was acknowledged before me this 12th day of October, 2005 by Orlando Oscar Peñalber, who is personally known to me.

Signature of Notary Public: *Maria Elena Almonó*  
Name of Notary Public: Notary Public, State of Florida at Large



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**C. REGISTRAR OF THE COMMERCE SECTION OF BOOKS FIFTH AND SEVENTH  
OF THE STATE'S PUBLIC REGISTRY OF REAL ESTATE.**

Pursuant to articles 45, 46, 47, 48 of the Commerce Public Registry regulations, I hereby request a certified copy of the registration records of "Thermoplast de Mexico," a Variable Capital Corporation, issued before Pedro Vicente Solis Cano, hearing Public Record No. 205, dated May 12, 2005 and registered under electronic commercial folio (siger) 41414 of the Registry of Commerce of the State of Yucatan. (Assignment of Shares by Mrs. Susana Camara Solis in favor of her husband Juan Enrique Camara Solis).

Merida, Yucatan, September 22, 2005.

SINCERELY

---

Irene Homa Martinez

(Signed)

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PUBLIC REGISTRY OF REAL ESTATE AND COMMERCE OF THE STATE OF YUCATAN
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## Assignment of Shares

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Registration Records  
SIGER

Electronic Commercial Folio No.  
41414 1

Public Record No./Policy No.: 205      Volume: B      Book: LXXXIII      Page: 82

Notarial certificate not included in the special public notary book No.:

Dated: May 12 of 2005

County Clerk: Lic. PEDRO VICENTE SOLIS CANO

Municipality: MÉRIDA      State: 31      YUCATAN

The transferor, donor, grantor, assignor: SUSANA CAMARA SOLIS

Represented by: N/A

Assigns the following shares:

Current Shareholder	New Shareholder	RFC (tax no)/ Date of Birth	No. of Shares
SUSANA CAMARA SOLIS	JUAN ENRIQUE CAMARA SOLIS	CASI - 640225	50
SUSANA CAMARA SOLIS	JUAN ENRIQUE CAMARA SOLIS	CASI - 640225	3,000

Type of Capital	Series	Total Amount	Assignment Type	Value Type	Transaction Amount
Fixed	A	\$25,000	Purchase Sale	Nominal	\$25,000
Variable	B	\$1,500,000	Purchase Sale	Nominal	\$1,500,000

Representative of Capital of the Company Named:  
"THERMOPLAST DE MEXICO, S.A. DE C.V.

Minutes of Meeting dated: May 11, 2005

In consideration thereof, the parties declare that on the \_\_\_ of \_\_\_\_\_, they entered into a credit agreement for the amount of \_\_\_\_\_, which was registered under No. \_\_\_\_\_ on the \_\_\_ of \_\_\_\_\_.

Personal information of Grantor or Agent, if applicable: NOT AVAILABLE.

Assignee's personal information:

JUAN ENRIQUE CAMARA SOLIS, BORN IN THIS CITY OF MERIDA, ON THE 25<sup>TH</sup> OF FEBRUARY, 1964, MARRIED, BUSINESSMAN, WITH TAXPAYER ID NO. (RFC) CASI-640225, RESIDING AT 21 CALLE DE LOS COCOS, CLUB DE GOLF LA CEIBA, MERIDA, OF MEXICAN NATIONALITY.

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PUBLIC REGISTRY OF REAL ESTATE AND COMMERCE OF THE STATE OF YUCATAN

Assignment of Shares

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FEES PAYMENT DATA:

Registration Fees:	\$343.00	Payment Stub No.:	090380
Subsidy:		Payment Stub No.:	
Date:	May 19, 2005	Dated:	June 3, 2005
Registration No.:	5		

Authorized Clerk: LIC. MARIA LUISA ANGULO CHIU

LIC. MARIA LUISA ANGULO CHIU, REGISTRAR OF THE BOOKS 5TH, 7TH, AND 8TH OF THE PUBLIC REGISTRY OF REAL ESTATE AND COMMERCE OF THE STATE OF YUCATAN.

I HEREBY CERTIFY: THAT THESE COPIES, CONSISTING OF 2 PAGES CORRESPOND TO THE REGISTRATION OF THE ASSIGNMENT OF SHARES OF "THERMOPLAST DE MEXICO", A VARIABLE CAPITAL CORPORATION THAT IS REGISTERED IN THE SISTEMA INTEGRAL DE GESTION REGISTRAL (SIGER), ON ELECTRONIC COMMERCIAL FOLIO NO. 41414.

AND UPON THE REQUEST OF IRENE HOMA MARTINEZ, I ISSUE THE FOLLOWING CERTIFICATION FOR ALL PERTINENT LEGAL PURPOSES.

MERIDA, YUCATAN, SEPTEMBER 23, 2005.

[SIGNED AND SEALED]

Translator's Notes:

The two preceding pages of the original document are stamped with the seal of the State of Yucatan Public Registry of Real Estate and Commerce.

Fax Audit No. H05000246899

**C. REGISTRADOR DE LA SECCIÓN DE COMERCIO DE LOS LIBROS QUINTO Y SEPTIMO DEL REGISTRO PUBLICO DE LA PROPIEDAD DEL ESTADO.**

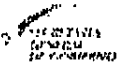
De conformidad con lo establecido en los artículos 45,46,47,48 del reglamento del registro publico de Comercio, solicito a usted se sirva expedirme copia certificada de la protocolización de "Thermoplast de México", Sociedad Anónima de Capital Variable. Otorgada ante el abogado Pedro Vicente Solis Cano. En escritura Pública Numero 205 de fecha 12 de mayo de 2005 y Obra inscrita bajo el folios mercantil electrónico (siger) 41414 del Registro de Comercio del Estado de Yucatán. (donación de Acciones que realiza la señora Susana Cámara Solis a Favor de su esposo señor Juan Enrique Cámara Solis).

Mérida Yucatán a 22 de septiembre de 2005.

ATENTAMENTE

  
\_\_\_\_\_  
Irene Homa Martínez.





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Transmisión de Acciones

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Antecedentes Registrales  
SIGER

Folio Mercantil Electrónico 4114 1

Por Escritura No./Póliza No. 205 Volumen B Libro LXXXIII Foja 82

Acta fuera de Protocolo No.

De Fecha 12 del mes de MAYO de 2005

Fedatario Lic. PEDRO VICENTE SOLIS CANO

Municipio MERIDA Estado 31 YUCATÁN

El enajenante, donante, cedente, o dador SUSANA CAMARA SOLIS

Representado por: NO CONSTA.

Transmite las acciones que a continuación se relacionan:

Accionista Actual	Accionista Nuevo	RFC/fac.nac.	Núm. Acciones o Partes Soc.
SUSANA CAMARA SOLIS	JUAN ENRIQUE CAMARA SOLIS	CASJ-640225	50
SUSANA CAMARA SOLIS	JUAN ENRIQUE CAMARA SOLIS	CASJ-640225	3000

Tipo de Capital	Serie	Monto Total	Tipo de Transmisión	Tipo de Valor	Valor de la operación
Fijo	A	\$25,000	Compra Venta	Nominal	\$25,000
Variable	B	\$1,500,000	Compra Venta	Nominal	\$1,500,000

Representativas de Capital de la Sociedad Denominada:  
"THERMOPLAST DE MEXICO", S.A. DE C.V.

Acta de asamblea de fecha 11 del mes de MAYO de 2005

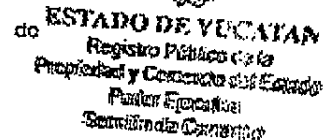
Para dación en pago declaran las parte que con fecha del mes de celebraron un contrato de crédito por la cantidad de

e inscrito bajo el No. de fecha del mes de de

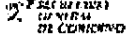
Generales del Otorgante o Delegado especial si es el caso:  
NO CONSTA.

Generales del Adquirente:

JUAN ENRIQUE CAMARA SOLIS, NACIDO EN ESTA CIUDAD DE MERIDA, EL 25 DE FEBRERO DE 1964, CASADO, COMERCIANTE, CON RFC. CASJ-640225, Y CON DOMICILIO EN EL PREDIO NUMERO 21 DE LA CALLE LOS CUCOS DEL CLUB DE GOLF LA CEIBA DE ESTA CIUDAD DE MERIDA, DE NACIONALIDAD MEXICANA.



Fax Audit No. H05000246899



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Transmisión de Acciones

Página 2 de 2

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DATOS DE PAGO DE DERECHOS

Derechos de inscripción \$343.00

Boleta de Pago No. 090380

Subsidio

Boleta de Pago No.

Fecha 19 Del Mes de MAYO

de 2005

Inscripción No. 5 De fecha 03 Del Mes de JUNIO

de 2005

El C. Colficador Lic. MARIA LUISA ANGULO CHIU

LICENCIADA MARIA LUISA ANGULO CHIU, REGISTRADORA DE LOS LIBROS 5º, 7º, Y 8º DEL REGISTRO PUBLICO DE LA PROPIEDAD Y COMERCIO DEL ESTADO.

CERTIFICO: QUE LAS PRESENTES COPIAS, CONSTANTES DE 2 FOJAS UTILES CORRESPONDEN A LA INSCRIPCION DE LA TRANSMISION DE ACCIONES DE "THERMOPLAST DE MEXICO", SOCIEDAD ANONIMA DE CAPITAL VARIABLE, QUE OBRA EN EL SISTEMA INTEGRAL DE GESTION REGISTRAL (SIGER), BAJO EL FOLIO MERCANTIL ELECTRONICO NUMERO 41414.

Y A SOLICITUD DE IRENE HOMA MARTINEZ, EXPIDO LA PRESENTE CERTIFICACION PARA TODOS LOS EFECTOS LEGALES PERTINENTES.

MERIDA, YUCATAN; A 23 DE SEPTIEMBRE DE 2005.

Handwritten signature and official seal of the Registrar General of Yucatan.

ESTADO DE YUCATAN  
Registro Público de la  
Propiedad y Comercio del Estado  
Poder Ejecutivo  
Secretaría de Comercio