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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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DIVISION OF CORPORATIONS

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FOREIGN PROFIT QUALIFICATION

CIRQUIT LATIN AMERICA INC.

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FILED**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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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.SECRETARY OF STATE
TALLAHASSEE, FLORIDA1. Circuit Latin America 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. Delaware

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

3. 20-1625404

(FEI number, if applicable)

4. September 16, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 21, 2005(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)7. 801 Brickell Avenue, Suite 922 Miami FL 33131

(Principal office address)

801 Brickell Avenue, Suite 922 Miami FL 33131

(Current mailing address)

8. Holding and managing foreign operations

(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: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee, Florida 32301

(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.*Cynthia L. Harris
(Registered agent's signature)**Cynthia L. Harris
as its agent**

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**A. DIRECTORS**Chairman: Mark HausserAddress: 100 South Jefferson Road, 3rd Floor
Whippany, NJ 07981

Vice Chairman: _____

Address: _____

Director: John WehrleAddress: 100 South Jefferson Road, 3rd Floor
Whippany, NJ 07981Director: Leo SaengerAddress: 100 South Jefferson Road, 3rd Floor
Whippany, NJ 07981**B. OFFICERS**President: Mark HausserAddress: 100 South Jefferson Road, 3rd Floor
Whippany, NJ 07981

Vice President: _____

Address: _____

Secretary: Alfred FossAddress: 100 South Jefferson Road, 3rd Floor Whippany, NJ 07981Treasurer: Stephen FloodAddress: 100 South Jefferson Road, 3rd Floor Whippany, NJ 07981

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. Alfred Foss

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS LIST CONTINUED

Ralph Sigg
100 South Jefferson Road, 3rd Floor
Whippany, NJ 07981

B. OFFICERS LIST CONTINUED

Angel Torres Controller Latin America
801 Brickell Avenue
Suite 922
Miami FL 33131

Carlos Mena Vice President Latin America
801 Brickell Avenue
Suite 922
Miami FL 33131

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRQUIT LATIN AMERICA, 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 SIXTH DAY OF DECEMBER, A.D. 2005.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4387356

DATE: 12-06-05