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Division of Corporations

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Account Name

: CORPORATION SERVICE COMPANY

Account Number : 120000000195 Phone

Fax Number

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FOREIGN PROFIT QUALIFICATION

CIRQIT LATIN AMERICA INC.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTE 12 A 10: 49 BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR PARTICIPATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

1.	Cirqit Latin America Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"					
	"inc.," "Co.," "Co	rp," "Inc," "Co," or "Corp.")				
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)						
2	Delaware		3.	20-1625404		
,	(State or country u	nder the law of which it is incorporated)		(FEI number, if applicable)		
4.	September 1	6, 2004	5.	Perpetual		
-	(Date o	of incorporation)		(Duration: Year corp. will coase to exist or "perpetual")		
Ğ,	January 21, 2					
(Data first transacted business in Florida, if prior to registration) (SEB SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)						
7.	801 Brickell A	venue, Suite 922 Miami FL 331	31			
,		(Principal office	add	1023)		
	801 Brickell A	venue, Suite 922 Miami FL 331	31			
(Current mailing address)						
Holding and managing foreign operations						
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florids)						
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)						
	Name:	Corporation Service Company	<i>f</i>			
C	office Address:	1201 Hays Street				
		Tallahassee		, Florida <u>32301</u> (Zip code)		
		(City)		(Zip code)		
E di	Inving been name lesignated in this urther agree to co	application, I hereby accept the appo-	inn es i	ice of process for the above stated corporation at the place went as registered agent and agree to act in this capacity. relative to the proper and complete performance of my duti sition as registered agent.		

Cynthia L. Harris as its 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	SECRETARY OF S TALLAHASSEE, FLI
Chairmen: Mark Hausser	TALLAHASSEE, FLI
Address: 100 South Jefferson Road, 3rd Floor	
Whippeny, NJ 07981	
Vice Chairman:	-
Address;	· · · · · · · · · · · · · · · · · · ·
Director: John Wehrle	
100 Partin Inflamon Board 3rd Clear	
c Mill Nac	
Whippany, NJ 07981	
Director: Leo Saenger	
Address: 100 South Jefferson Road, 3rd Floor	
Whippany, NJ 07981	
B. OFFICERS	
President Mark Hausser	y *
Address: 100 South Jefferson Road, 3rd Floor	And the latest section of the latest section
Whippany, NJ 07981	
Vice Fresident:	· · · · · · · · · · · · · · · · · · ·
Address:	
Scorelary: Alfred Foss	
Address: 100 South Jefferson Road, Srd Floor Whippany, NJ 07981	
Treasurer: Stephen Flood	
Address: 100 South Jefferson Road, 3rd Floor Whippeny, NJ 07981	
NOTE: If necessary, you may attach an addendum to the application listing additional office.	rs and/or directors.
13. Bigniture of Director or Officer listed in number 12 of the application.)
[4. Alfred Foss (Typed or printed name and capacity of person signing application)	

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

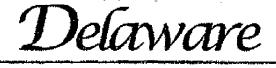
A. DIRECTORS LIST CONTINUED

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

B. OFFICERS LIST CONTINUED

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

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



PAGE I

The First State

I, MARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRQIT LATTN 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.

3855857 8300 050991377 Namet Smith Hindson
Harrier Smith Windson, Secremery of State
AUTHEATTICATION: 4347356

DATE: 12-06-05