

F06000005681

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Donna Jenkins  
said ok  
To correct the  
name of corp  
8/22 SA

Office Use Only



400078359334

08/09/06--01036--006 \*\*87.50

FILED

06 AUG 09 PM 4:08

8/30 SA  
8/31 SA  
8/11 SA

**BVHG/ROIG South American Holding Ltd Corp**  
**2910 W. BAY TO BAY BLVD. #200**  
**TAMPA, FLORIDA 33629**  
**(813) 221-7535 \* FAX (813) 222-8344**

RECEIVED  
06 AUG '06 AM 9:54  
STATE  
CORPORATION  
TALLAHASSEE, FLORIDA

TO: Suzanne Hawkes  
Secretary of State

FROM: Donna K. Jenkins, Controller

RE: Attached Application

DATE: August 28, 2006

Attached please find an Application by Foreign Corporation as per our conversation of last week. You are holding the check previously sent in with the incorrect paperwork.

Thank you for your assistance in guiding me through this process. Please feel free to contact me should you need anything additional. Have a great day!



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 11, 2006

DONNA K JENKINS  
2910 W BAY TO BAY BLVD.#200  
TAMPA, FL

SUBJECT: BVHG/ROIG SOUTH AMERICAN  
Ref. Number: W06000035412

We have received your document for BVHG/ROIG SOUTH AMERICAN and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Line 6 needs to be completed with a brief description of the nature of the business in which it is engaged.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist

Letter Number: 006A00049907

FILED  
06 AUG 9 PM 4:08  
STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** BVHG/Roig South American Holding Ltd Corp  
(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:

Donna K. Jenkins  
(Name of Person)  
Buena Vista Hospitality Group, Inc  
(Firm/Company)  
2910 W. Bay To Bay Blvd. #200  
(Address)  
Tampa, FL 33629  
(City/State and Zip code)

For further information concerning this matter, please call:

Donna K. Jenkins at ( 813 ) 221-7535  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing 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

*ck previously mailed*

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. BVHG/RODIG South American Holding Ltd Corp
(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. British Virgin Islands
(State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. 7/20/06
(Date of incorporation) 5. (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2910 W. Bay To Bay Blvd #200 Tampa, FL 33629
(Principal office address)

(Current mailing address)

8. (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: Michael H. Frost

Office Address: 2910 W. Bay To Bay Blvd #200

Tampa, Florida 33629
(City) (Zip code)

FILED
06 AUG 9 PM 4: 08
STATE OF FLORIDA

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:

FILED  
06 AUG 19 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: Michael H. Frost  
Address: 2910 W. Bay To Bay Blvd #200  
Tampa, FL 33629

Vice Chairman: Colin Wright  
Address: 2910 W. Bay To Bay Blvd #200  
Tampa, FL 33629

Director: Buena Vista Hospitality Group, Inc  
Address: 2910 W. Bay To Bay Blvd. #200  
Tampa, FL 33629

Director: ROIG Corporativo  
Address: 2910 W. Bay To Bay Blvd #200  
Tampa, FL 33629

**B. OFFICERS**


President: Michael H. Frost  
Address: 2910 W. Bay To Bay Blvd. #200  
Tampa, FL 33629

Vice President: Colin Wright  
Address: 2910 W. Bay To Bay Blvd #200  
Tampa, FL 33629

Secretary: Alphonso Roig  
Address: 2910 W. Bay To Bay Blvd #200 Tampa, FL 33629

Treasurer: Emiliano Giri  
Address: 2910 W. Bay To Bay Blvd #200 Tampa, FL 33629

**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. Michael H. Frost  
(Typed or printed name and capacity of person signing application)

TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE BVI BUSINESS COMPANIES ACT 2004

MEMORANDUM OF ASSOCIATION  
OF  
BVHG/ROIG South American Holdings Ltd.

FILED  
06 AUG 9 PM 4:08  
STATE  
TALLAHASSEE, FLORIDA

A COMPANY LIMITED BY SHARES

1. DEFINITIONS AND INTERPRETATION

1.1. In this Memorandum of Association and the attached Articles of Association, if not inconsistent with the subject or context:

“Act” means the BVI Business Companies Act (No. 16 of 2004) and includes the regulations made under the Act;

“Articles” means the attached Articles of Association of the Company;

“Chairman of the Board” has the meaning specified in Regulation 12;

“Distribution” in relation to a distribution by the Company means the direct or indirect transfer of an asset, other than Shares, to or for the benefit of the Shareholder in relation to Shares held by a Shareholder, and whether by means of a purchase of an asset, the redemption or other acquisition of Shares, a distribution of indebtedness or otherwise, and includes a dividend;

“Eligible Person” means individuals, corporations, trusts, the estates of deceased individuals, partnerships and unincorporated associations of persons;

“Memorandum” means this Memorandum of Association of the Company;

“Registrar” means the Registrar of Corporate Affairs appointed under section 229 of the Act;

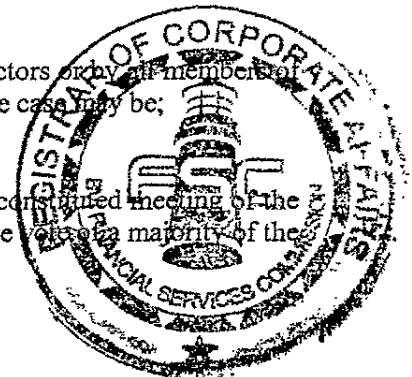
“Resolution of Directors” means either:

- (a) a resolution approved at a duly convened and constituted meeting of directors of the Company or of a committee of directors of the Company by the affirmative vote of a majority of the directors present at the meeting who voted except that where a director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority; or

- (b) a resolution consented to in writing by all directors or by all members of a committee of directors of the Company, as the case may be;

“Resolution of Shareholders” means either:

- (a) a resolution approved at a duly convened and constituted meeting of the Shareholders of the Company by the affirmative vote of a majority of the



votes of the Shares entitled to vote thereon which were present at the meeting and were voted; or

- (b) a resolution consented to in writing by a majority of the votes of Shares entitled to vote thereon;

“**Seal**” means any seal which has been duly adopted as the common seal of the Company;

“**Securities**” means Shares and debt obligations of every kind of the Company, and including without limitation options, warrants and rights to acquire shares or debt obligations;

“**Share**” means a share issued or to be issued by the Company;

“**Shareholder**” means an Eligible Person whose name is entered in the register of *members of the Company* as the holder of one or more Shares or fractional Shares;

“**Treasury Share**” means a Share that was previously issued but was repurchased, redeemed or otherwise acquired by the Company and not cancelled; and

“**written**” or any term of like import includes information generated, sent, received or stored by electronic, electrical, digital, magnetic, optical, electromagnetic, biometric or photonic means, including electronic data interchange, electronic mail, telegram, telex or telecopy, and “**in writing**” shall be construed accordingly.

- 1.2. In the Memorandum and the Articles, unless the context otherwise requires a reference to:
- (a) a “**Regulation**” is a reference to a regulation of the Articles;
  - (b) a “**Clause**” is a reference to a clause of the Memorandum;
  - (c) voting by Shareholders is a reference to the casting of the votes attached to the *Shares held by the Shareholder* voting;
  - (d) the Act, the Memorandum or the Articles is a reference to the Act or those documents as amended; and
  - (e) the singular includes the plural and vice versa.
- 1.3. Any words or expressions defined in the Act unless the context otherwise requires bear the same meaning in the Memorandum and Articles unless otherwise defined herein.
- 1.4. Headings are inserted for convenience only and shall be disregarded in interpreting the Memorandum and Articles.

**2. NAME**

The name of the Company is **BVHG/ROIG South American Holdings Ltd.**

**3. STATUS**

The Company is a company limited by shares.

FILED  
06 AUG 9 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**4. REGISTERED OFFICE AND REGISTERED AGENT**

- 4.1 The first registered office of the Company is at Marcy Building, 2<sup>nd</sup> Floor, Purcell Estate, P.O. Box 2416, Road Town, Tortola, British Virgin Islands, the office of the first registered agent.
- 4.2 The first registered agent of the Company is Amicorp B.V.I. Limited of 2<sup>nd</sup> Floor, Purcell Estate, P.O. Box 2416, Road Town, Tortola, British Virgin Islands.
- 4.3 The Company may by Resolution of Shareholders or by Resolution of Directors change the location of its registered office or change its registered agent.
- 4.4 Any change of registered office or registered agent will take effect on the registration by the Registrar of a notice of the change filed by the existing registered agent or a legal practitioner in the British Virgin Islands acting on behalf of the Company.

**5. CAPACITY AND POWERS**

- 5.1 Subject to the Act and any other British Virgin Islands legislation, the Company has, irrespective of corporate benefit:
- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
  - (b) for the purposes of paragraph (a), full rights, powers and privileges.
- 5.2 For the purposes of section 9(4) of the Act, there are no limitations on the business that the Company may carry on.

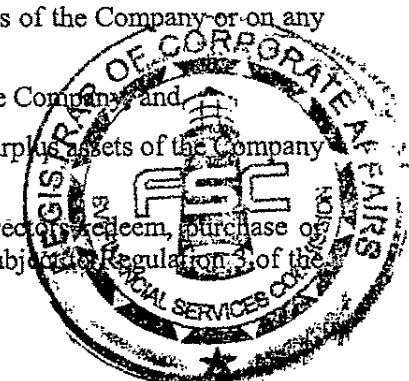
**6. NUMBER AND CLASSES OF SHARES**

- 6.1.1 The Company is authorised to issue a maximum of 50,000 Shares of a single class with a par value of US\$1.00 each.
- 6.2 The Company may issue fractional Shares and a fractional Share shall have the corresponding fractional rights, obligations and liabilities of a whole share of the same class or series of shares.

**7. DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES**

- 7.1 Each Share in the Company confers upon the Shareholder:
- (a) the right to one vote at a meeting of the Shareholders of the Company or on any Resolution of Shareholders;
  - (b) the right to an equal share in any dividend paid by the Company; and
  - (c) the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.
- 7.2 The directors may at their discretion by Resolution of Directors redeem, purchase or otherwise acquire all or any of the Shares in the Company subject to the Regulations of the Articles.

FILED  
06 AUG 19 4 08  
STATE  
TREASURY, FLORIDA



**8. VARIATION OF RIGHTS**

The rights attached to Shares as specified in Clause 7 may only, whether or not the Company is being wound up, be varied with the consent in writing of or by a resolution passed at a meeting by the holders of more than 50 per cent of the issued Shares of that class.

**9. RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU**

The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

**10. REGISTERED SHARES**

10.1 The Company shall issue registered shares only.

10.2 The Company is not authorised to issue bearer shares, convert registered shares to bearer shares or exchange registered shares for bearer shares.

**11. TRANSFER OF SHARES**

11.1 The Company shall, on receipt of an instrument of transfer complying with Sub-Regulation 6.1 of the Articles, enter the name of the transferee of a Share in the register of members unless the directors resolve to refuse or delay the registration of the transfer for reasons that shall be specified in a Resolution of Directors.

11.2 The directors may not resolve to refuse or delay the transfer of a Share unless the Shareholder has failed to pay an amount due in respect of the Share.

**12. AMENDMENT OF MEMORANDUM AND ARTICLES**

12.1 Subject to Clause 8, the Company may amend its Memorandum or Articles by a Resolution of Shareholders or by a Resolution of Directors, save that no amendment may be made by a Resolution of Directors:

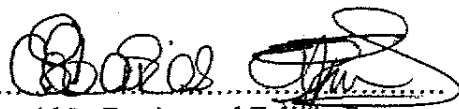
- (a) to restrict the rights or powers of the Shareholder to amend the Memorandum or Articles;
- (b) to change the percentage of Shareholders required to pass a Resolution of Shareholders to amend the Memorandum or Articles;
- (c) in circumstances where the Memorandum or Articles cannot be amended by the Shareholders; or
- (d) to Clauses 7, 8 or 9 or this Clause 12.

FILED  
06 AUG 9 PM 4: 08  
TALMADGE, FLORIDA

12.2 Amendment of the Memorandum or Articles will take effect on the registration by the Registrar of a notice of amendment, or restated Memorandum and Articles, filed by the registered agent.

We, Amicorp B.V.I. Limited of Marcy Building, 2<sup>nd</sup> Floor, Purcell Estate, P.O. Box 2416, Road Town, Tortola, British Virgin Islands for the purpose of incorporating a BVI Business Company under the laws of the British Virgin Islands hereby sign this Memorandum of Association the 20th day of July, 2006:

Incorporator

  
.....  
Ingrid L. Davies and Felicia Parsons  
Authorised Signatories  
Amicorp B.V.I. Limited

FILED  
06 AUG 9 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

