

F09000001624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

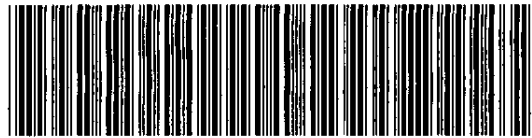
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100149856411

100149856411  
04/21/09--01049--004 \*\*70.00

FILED  
09 APR 21 PM 3:38  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA

EP 4/22/09

**COVER LETTER**

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

**SUBJECT:** Rufet S.A., 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:

Jeffrey Weinstock, Esq.  
(Name of Person)

Buckingham, Doolittle & Burroughs, LLP  
(Firm/Company)

5355 Town Center Road, Suite 900  
(Address)

Boca Raton, Florida 33486  
(City/State and Zip code)

For further information concerning this matter, please call:

Jeffrey Weinstock, Esq. at ( 561 ) 241-0414  
(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

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. RUFET SA, 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. SPAIN

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

3. N/A

(FEI number, if applicable)

4. April 11, 1989

(Date of incorporation)

5. Perpetual

(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. Tirso de Molina, c/ Albert Einstein, P.I. Almeda 08940 Cornell de Llobregat, Barcelona, Spain

(Principal office address)

Tirso de Molina, c/ Albert Einstein, P.I. Almeda 08940 Cornell de Llobregat, Barcelona, Spain

(Current mailing address)

8. Any and all lawful business

(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: BDB Agent Co.

Office Address: 5355 Town Center, Suite 900

Boca Raton, Florida 33486

(City)

(Zip code)

09 APR 21 PM 3:38
STATE OF FLORIDA
TALLAHASSEE, 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.

BDB Agent Co.

By: [Signature], Assistant Secretary
(Registered agent's signature) Jeffrey D. Weinstock

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:

09 APR 21 PM 3:38  
STATE OF FLORIDA  
TALLAHASSEE

**A. DIRECTORS**

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

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

Director: Maximilian Daunert

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940,  
CORNELLA DE LLOBREGAT, BARCELONA, SPAIN

Director: FEDERICO DAUNERT

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940,  
CORNELLA DE LLOBREGAT BARCELONA (SPAIN)

Director: ENRIQUE DAUNERT

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940,  
CORNELLA DE LLOBREGAT BARCELONA (SPAIN)

**B. OFFICERS**

President: FEDERICO DAUNERT

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940,  
CORNELLA DE LLOBREGAT BARCELONA (SPAIN)

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

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


Secretary: ENRIQUE DAUNERT

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940, CORNELLA DE LLOBREGAT BARCELONA (SPAIN)

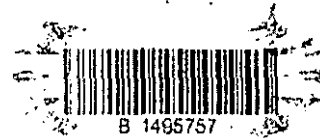
Treasurer: MAXIMILIAN DAUNERT

Address: C/ TIRSO DE MOLINA S/N ESQ. ALBERT EINSTEIN, P.I. ALMEDA 08940, CORNELLA DE LLOBREGAT BARCELONA (SPAIN)

**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. MAXIMILIAN DAUNERT  
(Typed or printed name and capacity of person signing application)



EL REGISTRADOR MERCANTIL DE BARCELONA Y SU PROVINCIA QUE SUSCRIBE, tras examinar los Libros del Archivo y la base de datos informatizada existente en este Registro Mercantil de Barcelona con referencia a la Sociedad solicitada,

CERTIFICA: Que los datos relativos a esta Sociedad, que continúa vigente en este Registro, con personalidad jurídica, son los siguientes:

DENOMINACIÓN DEL EMPRESARIO:  
RUFET SA

C.I.F.:  
A58973611

Su constitución quedó inscrita en este Registro al Tomo 10.472. Libro 9.489, Sección 2ª, Hoja 120.751, hoy Hoja B-100.483, inscripción 1ª, el día 11 de abril de 1.989.

ÚLTIMOS DATOS DE INSCRIPCIÓN EN EL REGISTRO MERCANTIL:  
Tomo: 31838 Folio: 108 Hoja: B-100483 INSCRIPCION 9

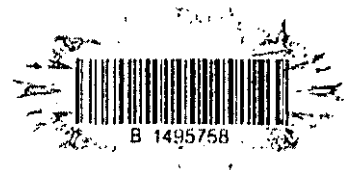
Que la hoja de la referida Sociedad no se halla sujeta a cierre registral alguno, ni en la misma consta extendido asiento relativo a quiebra, suspensión de pagos, disolución, así como tampoco asiento relativo al concurso regulado por la vigente Ley Concursal, de 9 de julio de 2.003.

Que las únicas cuentas anuales presentadas y depositadas en este Registro por la referida Sociedad son las correspondientes a los ejercicios de 1.991 a 2.007, ambos inclusive.

DOMICILIO SOCIAL:

DIRECCIÓN: CALLE HIRSO DE MOLINA, SIN NÚMERO.  
POLÍGONO INDUSTRIAL DOLORES ALMEDA  
POBLACIÓN: CORNELIÀ DE LLOBREGAT

09 APR 21 PM 3  
FALLA MASSEE, FLO



INSCRIPCIÓN: 4 , Tomo 10472 Folio 172 Hoja B-100483

**OBJETO SOCIAL:**

Que el objeto social de la referida Sociedad es el que resulta del artículo 3º de los Estatutos vigentes de la misma, contenido en dicha inscripción 4ª, cuyo artículo transcrito literalmente es como sigue:

"ARTICULO 3º.- (OBJETO) .- La sociedad tendrá por objeto la adquisición, tenencia y explotación, en régimen de arrendamiento -no financiero- de bienes inmuebles de cualquier clase, así como del mobiliario y enseres existentes en los mismos, en su caso. Tales actividades serán realizables por la sociedad tanto directa como indirectamente, mediante cualquier forma de participación admitida en derecho en otras empresas de idéntico o similar objeto."

**ADMINISTRADORES:**

NOMBRE: MAXIMILIAN DAUNERT ARMILLAS

N.I.F./C.I.F.: 46113099K

DOMICILIO: CALLE DR. FRANCISCO DARDER, número 18.  
BARCELONA (ESPAÑA)

CARGO: ADMINISTRADOR ÚNICO

NOMBRAMIENTO: 30 de octubre de 2007

DURACIÓN: 30 de octubre de 2012

INSCRIPCIÓN: 9 , Tomo: 31838 Folio: 108 Hoja: B-100483

**APODERADOS:**

NOMBRE: DAUNERT ARMILLAS, FEDERICO

NOMBRAMIENTO: 06/07/1999

DURACIÓN: INDEFINIDA

INSCRIPCIÓN: 6 , Tomo 10472 Folio 174 Hoja B-100483 .

NOMBRE: DAUNERT ARMILLAS, ENRIQUE

NOMBRAMIENTO: 06/07/1999

DURACIÓN: INDEFINIDA

09 APR 21 PM 3:39  
SECRETARÍA DE ESTADO  
FALLA ASSETE, FLORIDA



INSCRIPCIÓN: 6 , Tomo 10472 Folio 174 Hoja B-100483 .

NOMBRE: DAUNERT ARMILLAS, MAXIMILIAN

NOMBRAMIENTO: 06/07/1999

DURACIÓN: INDEFINIDA

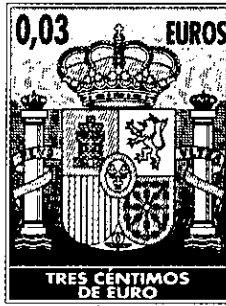
INSCRIPCIÓN: 6 , Tomo 10472 Folio 174 Hoja B-100483 .

La inscripción 6ª, relativa a los apoderados, con las facultades, forma de actuar y límite cuantitativo que resultan de la misma, consta por fotocopia 5 folios con el membrete de este Registro números A3997886 al A3997890, unidas a la presente.

Y para que conste y no existiendo presentado en el Libro Diario y pendiente de despacho ningún documento en relación a dicha Sociedad, expido la presente certificación en el folio número B1495757 y los dos siguientes, a una sola cara y con el membrete de este Registro. Barcelona, a veintiocho de febrero de dos mil nueve.



09 APR 21 PM 3:39  
SEDA STATE  
ALLIANCE, FLORIDA



0J3902678

CLASE 8.<sup>a</sup>

[There is an illegible seal]

[There is a barcode numbered B 1495757]

THE REGISTRAR OF THE MERCANTILE REGISTRY OF BARCELONA AND ITS PROVINCE, after examining the Books in the Archive and the computerised database at this Mercantile Registry of Barcelona with regard to the Company requested,

CERTIFIES: That the data relating to this Company which are valid in this Registry, which is a legal entity, are as follows:

NAME OF COMPANY:  
RUFET SA

Spanish Corporation Tax Code (CIF):  
A58973611

The formation of the company was entered in this Registry in Volume 10,472, Book 9,489, Section 2, Page 120,751, now Sheet B-100,483, entry 1 of 11 April 1989.

MOST RECENT DATA ENTERED IN THE MERCANTILE REGISTRY:  
Volume; 31838 Folio: 108 Sheet: B-100483 ENTRY 9

The aforementioned company's page has not been closed in the registry, and there no entries making reference to bankruptcy, temporary receivership, dissolution, or bankruptcy proceedings of the kind regulated by the Bankruptcy Law of 9 July, 2003.

The only annual accounts submitted and deposited in this Registry are those corresponding to the financial periods from 1991 to 2007, both inclusive.

REGISTERED ADDRESS:

ADDRESS: CALLE TIRSO DE MOLINA, SIN NÚMERO  
POLÍGONO INDUSTRIAL DOLORES ALMEDA  
TOWN: CORNELLA DE LLOBREGAT

FILED  
09 APR 21 PM 3:59  
TALLAHASSEE STATE  
FLORIDA





0J3902679

**CLASE 8.<sup>a</sup>**

*[There is a barcode numbered B 1495758]*

ENTRY: 4, Volume 10472 Folio 172 Page B-100483

**COMPANY PURPOSE:**

That the company purpose of the aforementioned Company is that set out in article 3 of its current Articles of Association, set out in this entry 4, which reads literally as follows:

“ARTICLE 3 – (PURPOSE). - The company purpose is the acquisition, ownership and exploitation – under leasing arrangements – not financial – of real estate of any class, as well as the furnishings and tools existing within, when appropriate. Such activities will be performed by the company both directly and indirectly, by any manner of participation permitted by law in other companies with an identical or similar purpose”.

**ADMINISTRATORS:**

NAME: MAXIMILIAN DAUNERT ARMILLAS  
Spanish Tax Code (NIF/CIF): 46113099K  
DOMICILE: CALLE DR. FRANCISCO DARDER, número 18,  
BARCELONA (SPAIN)  
JOB POSITION: SOLE ADMINISTRATOR  
APPOINTMENT: 30 October 2007  
DURATION: 30 October 2012  
ENTRY 9, Volume 31838 Folio: 108 Page: B-100483

**POWER-OF-ATTORNEY HOLDERS:**

NAME: DAUNERT ARMILLAS, FEDERICO  
APPOINTMENT: 06/07/1999  
DURATION: INDEFINITE  
ENTRY 6, Volume 10472 Folio: 174 Page: B-100483

09 APR 21 PM 3:39  
STATE  
FALLASSSEE, FLORIDA

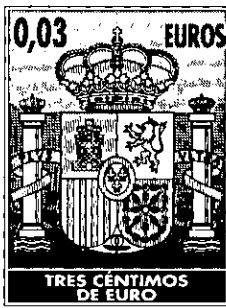


0J3902680

CLASE 8.<sup>a</sup>

NAME: DAUNERT ARMILLAS, ENRIQUE  
APPOINTMENT: 06/07/1999  
DURATION: INDEFINITE

PAID  
09 APR 21 PM 3:39  
SECURITY STATE  
FALL RIVER, FLORIDA



0J3902681

CLASE 8.<sup>a</sup>

[There is a barcode numbered B 1495759]

ENTRY 6, Volume 10472 Folio: 174 Page B-100483

NAME: DAUNERT ARMILLAS, MAXIMILIAN

APPOINTMENT: 06/07/1999

DURATION: INDEFINITE

ENTRY 6, Volume 10472 Folio: 174 Page: B-100483

Entry 6, relating to powers of attorney, with their powers, manner of acting and quantitative limits applicable to these, appear in this Registry in the form of photocopies of five sheets of paper on the headed paper of this Registry numbered A3997886 to A3997890, attached to this.

And as evidence thereof and given that there are no documents in the Registry Journal pending dispatch with regard to this Company, I issue this certificate on folio number B1495757 and the two in correlative order, one side and with the seal of this registry. Barcelona on the twenty-eighth of February, two thousand and nine.

*[There is an illegible signature]*

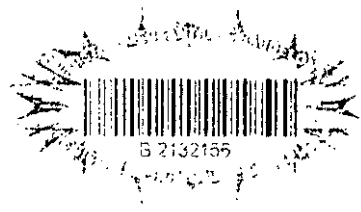
*[There is a round seal of the Mercantile Registry of Barcelona. Mr Jaime Sansatorres]*

SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

09 APR 21 PM 3:39

FILED





YO, JOSÉ LUIS SAN ROMÁN FERREIRO, Registrador Encargado del Registro Mercantil de Barcelona, considero legítima la firma que figura al pie de la precedente certificación, extendida en el folio nº B1495759 y los relacionados en éste, de DON JAIME SANS TORRES a quien conozco, por coincidir con la que acostumbra a usar habitualmente.

Barcelona, a 20 de marzo de 2.009

El Registrador

Fdo.: José Luis San Román Ferreiro

FILED  
 09 APR 21 PM 3:38  
 ALBANY COUNTY CLERK  
 TALLAHASSEE, FLORIDA

**APOSTILLE (O LEGALIZACION UNICA)**  
 Convenion de La Haya du 5 octobre 1961 (Real Decreto 2433/1978 de 2 de octubre)



1 Pais España  
 El presente documento público

2 Ha sido firmado por José Luis San Román Ferreiro  
 3 Actuando en calidad de Registrador Encargado  
 4 Se ha sellado/timbrado con Registro Mercantil de Barcelona

Certificado

5 En Madrid                      6 El 24 de marzo de 2009  
 7 Por Luis Fco Acebes Hermansanz

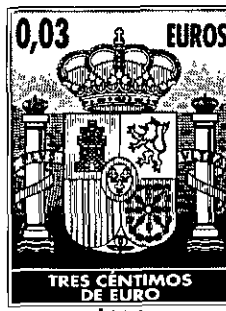
8 Con el número                      09063  
 9 Sello/timbre                      10. Firma

09 APR 21 PM 3:38  
 STATE  
 TALLAHASSEE, FLORIDA

~~Verónica González-Portugués~~  
 INTÉRPRETE JURADO DE INGLÉS  
 C/. Sant Isidre, 79, 2<sup>o</sup> 1.ª - 08850 Gavà  
 Tlf. (34) 687 720 463

Clase



0J3902814

CLASE 8.<sup>a</sup>

(carries illegible seal)

(carries barcode)

I, MR JOSÉ LUIS SAN ROMÁN FERREIRO, head registrar of the Commercial Registry of Barcelona, deem that the signature shown at the foot of this certification, drawn up on folio no. B1495759 and related folios, belonging to Mr Jaime Sansa Torres, who I know, is entirely genuine as it matches the one regularly used by him.

Done at Barcelona on 20 March 2009

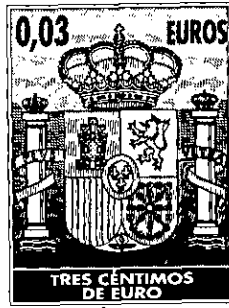
The registrar

(stamped:  
"Barcelona Commercial Registry")

Signed: José Luis San Román Ferreiro

FILED  
09 APR 21 PM 3:39  
U.S. DISTRICT COURT  
TALLAHASSEE, FLORIDA

~~Verónica González Portugés~~  
INTÉRPRETE JURADO DE INGLÉS  
C/. Sant Isidre, 19, 2.ª 1.ª - 08850 Gavà  
Tlf. (34) 687 720 463



0J3902598

**CLASE 8.<sup>a</sup>**  
ESPAÑOL/SPANISH/ITALIANO/PORTUGUÊS

**APOSTILLE (or sole legalisation)**

(Hague Convention of 5 October 1961 – Royal Decree 2433/1978, dated 2 October)

1. Country: Spain  
This public document
2. Has been signed by José Luis San Román Ferreiro
3. Acting in the capacity of head of the Registry
4. Bears the seal/stamp of the MINISTRY OF JUSTICE

**CERTIFIED**

5. in MADRID
6. on 24 March 2009
7. by Luis Fco. Acebes Hernansanz
8. Number 09063
9. Stamp/timber:
10. Signature:

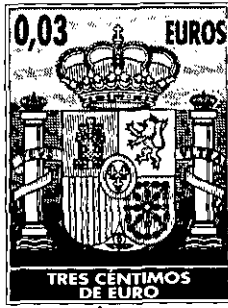
(stamped: MINISTRY OF JUSTICE – SUB-SECRETARIAT)

(signed)

FILED  
 09 APR 21 PM 3:39  
 U.S. DEPT. OF STATE  
 FALLENASSER, FLORIDA

~~Verónica González Portugués~~  
 INTÉRPRETE JURADO DE INGLÉS  
 C/. Sant Isidre, 79, 2<sup>a</sup> 1.<sup>a</sup> - 08850 Gavà  
 Tlf. (34) 687 720 463





0J3902813

CLASE 8.<sup>a</sup>  
CORREOS Y TELÉGRAFOS DE ESPAÑA

Yo, Verónica González, con DNI 44417253K, traductora jurado de inglés y español, certifico que esta es una traducción fiel al inglés del original en español.

I, Verónica González, with ID number 44417253K, do hereby certify that this is a faithful translation into English of the original in Spanish.

**Verónica González Portugués**  
INTÉRPRETE JURADO DE INGLÉS  
C/. Sant Isidre, 75, 2.º 1.ª - 08850 Gava  
Tlf. (34) 887 720 463

09 APR 21 PM 3:39  
RECORDING UNIT  
TALLAHASSEE, FLORIDA