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TALLAHASSEE, FLORIDA

EP 9/21/09

**COVER LETTER**

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

**SUBJECT:** BLUE GATEWAYS HOLDING, S.A.

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," or "Certificate of Good Standing" 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:

ALEX LAMADRID

Name of Person

LAMADRID FINANCIAL SERVICES

Firm/Company

8320 WEST SUNRISE BLVD. STE 202A

Address

PLANTATION, FL 33322

City/State and Zip code

alamadrid@lf.fdn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ALEX LAMADRID

Name of Person

at ( 954 ) 727-9771

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 Cop
- \$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. BLUE GATEWAYS HOLDING, S.A. , INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PANAMA, REPUBLIC OF PANAMA

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

3. N/A

(FEI number, if applicable)

4. JUNE 16, 2009

(Date of incorporation)

5. PERPETUAL

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

6. N/A

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

7. Ave. Ricardo J. Alfaro, Century Tower Building, 19th Floor, Ste. 1918, Panama, Rep of Panama

(Principal office address)

8320 WEST SUNRISE BLVD. STE 202A, PLANTATION, FL 33322

(Current mailing address)

8. To carry on any lawful business according to article 19 of General Corp. Law of Panama

(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: LAMADRID FINANCIAL SERVICES, CORP

Office Address: 8320 WEST SUNRISE BLVD. STE 202A

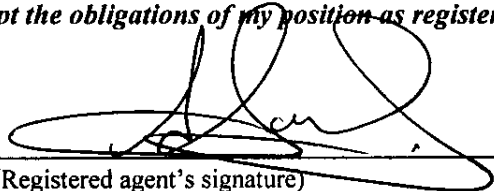
PLANTATION, Florida 33322

(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.*

  
(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.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: N/A

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

Vice Chairman: N/A

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

Director: N/A

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

Director: N/A

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

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: Nicolas Epifanio

Address: Ave. Ricardo J. Alfaro, Century Tower Building, 19th Floor, Suite 1918

Panama, Republic of Panama

Vice President: N/A

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

Secretary: Rene Howard

Address: Ave. Ricardo J. Alfaro, Century Tower Building, 19th Floor, Ste. 1918, Panama, Rep of Panama

Treasurer: Maria Lucrecia Martinez

Address: Ave. Ricardo J. Alfaro, Century Tower Building, 19th Floor, Ste. 1918, Panama, Rep of Panama

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

13. Nicolas Epifanio

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

14. Nicolas Epifanio

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



REPUBLICA DE PANAMA  
PROVINCIA DE PANAMA

NOTARIA PRIMERA DEL CIRCUITO DE PANAMA

*Licdo. Luis Fraiz Docabo*

Teléfonos: 264-3585  
264-8927  
Fax: 264-8047

OBARRIO  
AVE. SAMUEL LEWIS  
EDIF. OLIVELLA  
PLANTA ALTA

Apartado: 0819-12727  
El Dorado, Panamá, Rep, de Panamá

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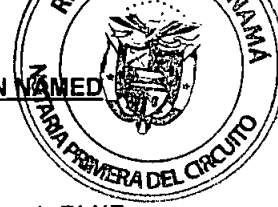
COPIA                      11082                      16                      June                      09  
ESCRITURA No. \_\_\_\_\_ DE \_\_\_\_\_ DE \_\_\_\_\_ DE 20 \_\_\_\_\_

POR LA CUAL

Whereby the certificate of constitution of the corporation named **BLUE GETAWAYS HOLDING, S.A.** with the domicile in the Republic of Panama, is protocolized.

**MINUTES OF THE BOARD OF SHAREHOLDERS OF THE CORPORATION NAMED**

**BLUE GETAWAYS HOLDING, S.A.**



A special meeting of the Board of Shareholders of the corporation named **BLUE GETAWAYS HOLDING, S.A.** was held in the city of Panama, the 19<sup>th</sup> day of June 2009, at eight o'clock in the forenoon (8:00 a.m.) at the offices of the corporation.

Present in said meeting were duly represented all the partners shareholders, who had resigned to the previous written notice.

Likewise, were present **NICOLAS EPIFANIO**, who acted as President, presided the meeting; acted as Secretary **RENE HOWARD**.

The President initiated the meeting, with the previous certification by the Secretary on the necessary quorum for effects of the meeting and it was informed that the sole purpose of the meeting was to give a **BOARD GENERAL POWER OF ATTORNEY** to **RICCARDO DALLE VEDOVE**, male, of legal age, national of Italy, with Passport No. 780082, **YUMIL MURO IBARRA**, male, of legal age, national of México, with Passport No. ADOM -106 2008 and **ALLAN MARIO MURO IBARRA**, male, of legal age, national of México, with Passport No. 00390016152, all with address on Calle Beller No.24, sector Centro, Higüey, Provincia La Altagracia, Dominican Republic in order to be exercised by them, individually or jointly, and said power of attorney in the name and on behalf **BLUE GETAWAYS HOLDING, S.A.** in the Republic of Panama, as well as in any other part of the world, with the following powers with the prerogatives detailed as follows, which shall be exercised without previous consent of the Board or Partner Assembly:

1. Purchase, sale, agency, represent, constitute and/or cancel mortgages, transfer, assign, permute, donate, give in leasing movable or immovable properties.
2. Open bank accounts in the name of the grantor in the national territory or abroad, as well as to perform all transactions which may be performed with a bank account.
3. Perform all attributions of broad and general administration on all businesses of the corporation and all belonging to it, including all its goods and properties, general power to grant powers of attorney for suits, and to appear through extrajudicial agreements, create and cancel through public or private documents, credits, securities, prices, terms and incomes.
4. Enter into, sign, compromise and carry out whichever contracts, civil or mercantile, industrial or manufacture, whether of dominion or administration, which may be necessary and convenient to carry out businesses or objectives of the corporation, even they are not herein specified, granting and subscribing whichever public or private instrument is required for the exercise of all the powers described in this power of attorney.

REPUBLIC OF PANAMA  
PUBLIC REGISTRY OF PANAMA



C E R T I F I E S

IN SIGHT OF THE APPLICATION 09-7936

-----THAT THE CORPORATION: -----

BLUE GETAWAYS HOLDING, S.A.

IS REGISTERED UNDER FILE 665627 DOC. 1596914 SINCE JUNE SEVENTEEN, TWO THOUSAND AND NINE

- THAT THE CORPORATION IS CURRENT

- THAT ITS DIRECTORS ARE:

- 1) NICOLAS EPIFANIO
- 2) RENE HOWARD
- 3) MARIA LUCRECIA MARTINEZ

- THAT ITS DIGNATARIES ARE:

PRESIDENT : NICOLAS EPIFANIO  
TREASURER : MARIA LUCRECIA MARTINEZ  
SECRETARY : RENE HOWARD

- THAT THE LEGAL REPRESENTATION IS GOING TO BE EXERCISE:  
LEGAL REPRESENTATION OF THE CORPORATION WILL BE EXERCISE BY THE PRESIDENT O THE PERSON THAT THE BOARD OF DIRECTORS DECIDE.

- THAT IT'S RESIDENT AGENT IS: DELVALLE & DELVALLE

- THAT ITS CAPITAL IS OF \*\*\*\*\*10,000.00 U.S. DOLLARS.

- DETAILS OF THE CAPITAL:

THE AUTHORIZED CAPITAL OF THE CORPORATION SHALL BE THE SUN OF TEN THOUSAND DOLLARS (US\$10,000.00), US, CURRENCY DIVIDED INTO ONE HUNDRED (100) BEARER SHARES OF COMMON OR PREFERENCE STOCKS OF A PAR VALUE OF ONE HUNDRED DOLLARS (US\$100.00), US, CURRENCY EACH SHARE.

- THAT IT'S DURATION SHALL BE PERPETUAL

- THAT IT'S DOMICILE IS IN PANAMA

ISSUED AND SIGNED IN THE PROVINCE OF PANAMA, ON JUNE EIGHTEEN OF TWO THOUSAND AND NINE AT 02:51:03 P.M.

NOTE: THIS CERTIFICATION PAID THE RIGHTS  
FOR A VALUE OF B/. 30.00  
VOUCHER NO.9 -- 7936  
CERTIFICATE NO.: CORPORATION - 060265  
DATE: THURSDAY: 18, JUNE 2009.  
// ANAMAE //

<<ILLEGIBLE SIGNATURE>>  
LUIS CHEN  
CERTIFIER

I Hereby certify that this is a true translation of its original in the Spanish Language  
The original document bears the pertinent Stamps, Seals and Signatures.

*Gregory Sun G*  
**Gregory M. Sun G.**  
Traductor Público  
Licencia Mediante Resuelto 683  
del 30 de Oct. de 2006

