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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

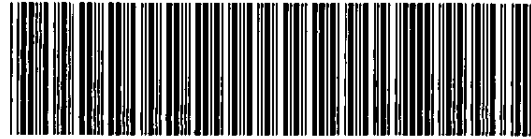
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2011 APR -8 PM 4: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

3 Bush 2002 APR 11 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Desarrollos y Proyectos 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," 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:

Berenice Ipia-Feliciano
Name of Person
Prats Fernandez & Co.
Firm/Company
2121 Ponce de Leon Blvd Suite 240
Address
Coral Gables, FL 33134
City/State and Zip code
admin@pratsfernandez.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Berenice Ipia-Feliciano at (305) 444-8333
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

2011 APR - 8 PM 4: 41
SECRETARY OF STATE
TALLAHASSEE, 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.

1. Desarrollos y Proyectos S.A. Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

Proyectos y Desarrollos S.A. Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Colombia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/21/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 703 Crandon Blvd #503
(Principal office address)
Key Biscayne, FL 33149
(Current mailing address)

8. Any lawful purpose
(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: Prats Fernandez & Co.

Office Address: 2121 Ponce de Leon Blvd #240

Coral Gables, Florida 33134
(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.

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

A. DIRECTORS

Chairman: Gabriel Losada

Address: 703 Crandon Blvd #503
Key Biscayne, FL 33149

Vice Chairman: _____

Address: _____

Director: Moises Alberto Nunez Escobar

Address: Colombia

Director: _____

Address: _____

B. OFFICERS

President: Gabriel Losada

Address: 703 Crandon Blvd #503
Key Biscayne, FL 33149

Vice President: Vanessa Ochoa

Address: 703 Crandon Blvd #503
Key Biscayne, FL 33149

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Gabriel Losada, President

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

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TALLAHASSEE FLORIDA



REPUBLICA DE COLOMBIA
MINISTERIO DE RELACIONES EXTERIORES

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 APR - 8 PM 4: 42

FILED

Pais REPUBLICA DE COLOMBIA
(Country: - Pays:)

El presente documento público
(This public document - Le présent acte public)

Ha sido firmado por: TABOADA RENNARD MICHAEL
(Has been signed by: - A été signé par:)

Actuando en calidad de: TRADUCTOR OFICIAL
(Acting in the capacity of: - Agissant en qualité de:)

Lleva el sello/estampilla de: TRADUCTOR E INTERPRETE OFICIAL
(Bears the seal/stamp of: - Est revêtu du sceau de / timbre de:)

Certificado
(Certified - Attesté)

En: BOGOTA D.C
(At: - A:)

El: 2/22/2011 12:12:20 P
(On: - Le:)

Por: APOSTILLA
(By: The Ministry of Foreign Affairs of Colombia - Par: Ministère des Affaires Étrangères de la Colombie)

No: ALCW121220206
(Under Number: - Sous le numéro:)

Digitally Signed by:
Ministerio de Relaciones Exteriores de Colombia
DIANA MILENA ATEHORTUA BUENO
Reason: DOCUMENT AUTHENTICITY
Location: Bogotá - Colombia

Firma: (Signature:)

Nombre del Titular: DESARROLLOS Y PROYECTOS S A
(Name of the holder of document: - Nom du titulaire:)

Tipo de documento: TRADUCCION DE CERTIFICADO DE EXISTENCIA Y REP. LEGAL
(Type of document: - Type du document:)

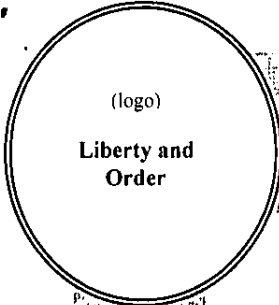
9410960

Número de hojas apostilladas: 13
(Number of pages: - Nombre de pages:)

0130410008422322617

La autenticidad de esta apostilla puede ser verificada en el Registro Electrónico que se encuentra en la siguiente página web:
The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:
L'autenticité de cette Apostille peut être vérifiée en accédant l'e-Registre sur le site web suivant:

www.cancilleria.gov.co/apostilla



REPUBLIC OF COLOMBIA
MINISTRY OF FOREIGN RELATIONS

APOSTILLE

(The Hague Convention of October 5th, 1961)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 APR -8 PM 4:42

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Country: **REPUBLIC OF COLOMBIA**

The present public document

Has been signed by: **BOHORQUEZ SANCHEZ PEDRO ANDRES**
Acting in the capacity of: **ADMINISTRATIVE TECHNICIAN 4065-09**
It has the seal/stamp of: **SUPERINTENDENCE OF INDUSTRY AND TRADE**

Certified

In: **BOGOTÁ CAPITAL DISTRICT**

On date: **2/16/2011 9:41:01 AM**

By: **APOSTILLE**

No: **ALCQ9410960**

Digitally Signed by:

Ministry of Foreign Relations of Colombia
DIANA MILENA ATEHORTUA BUENO
Reason: **DOCUMENT AUTHENTICITY**
Location: **Bogotá – Colombia**

(signature)

Signature: (Signature)

Name of holder of the document: **DESARROLLOS Y PROYECTOS S.A.**
Kind of document: **CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION**
Number of apostilled pages: **4**
0130410008356542373

The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:

www.cancilleria.gov.co/apostilla

I CERTIFY THAT THIS IS A FAITHFUL
TRANSLATION OF THE ATTACHED TEXT
MICHAEL TABOADA RENNARD
C.C. 8681372 BARRANQUILLA
MINISTRY OF JUSTICE LICENSE
RES. No. 0136 OF FEBRUARY 22-1996



18 FEB 2011

That the original Chamber of Commerce certificate corresponds to Desarrollos y Proyectos S.A. of which this translation was carried out. It was apostilled in the city of Bogotá, dated February 16th, 2011 at 9:41:01 A.M. under number ALCQ9410960.

I, Michael Taboada Rennard, put my signature and official seal and I testify that this is a true and exact translation of the original document made by me.



Michael Taboada Rennard
Official Translator and Interpreter
Ministry of Justice
Resolution No. 0136 of February 22nd, 1996

I CERTIFY THAT THIS IS A FAITHFUL
TRANSLATION OF THE ATTACHED TEXT
MICHAEL TABOADA RENNARD
C.C. 8581372 BARRANQUILLA
MINISTRY OF JUSTICE LICENSE
RES. No. 0136 OF FEBRUARY 22-1996



08 FEB 2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 APR -8 PM 4:42

FILED

TESTIMONIO DE AUTENTICIDAD

Como Notario sexto (6) de este Circulo doy testimonio que confrontado, lo anterior firma guarda similitud con la registrada en esta notaria por:

Michael Taboada Rennard

Referencia Número: 21 FEB. 2011

ARRANQUILLA
EXTRA
FEB 18 7 37 PM 2011

Fernando Lombana
Notario Público
Notario sexto (6o) En Propiedad del Circulo de
Barranquilla (E.I.C.P.)
Barranquilla D.E.T.S.P. (Asiatico) Republica de
Colombia - Sur America
Email: fernandolombana@yembo.com
080010005
Teléfono: (5) 3537414 (5) 5527512 (5) 3537418

9 6 2 0 2 1

Que el original del certificado de la Cámara de Comercio corresponde a Desarrollos y Proyectos S.A. del cual se hizo esta traducción. Fue apostillada en la ciudad de Bogotá con fecha Febrero 16, 2011 a las 9:41:01 A.M. bajo el numero ALCQ9410960.

Yo Michael Taboada Rennard, pongo mi firma y sello oficial y doy fe que esta es una verdadera y exacta traducción del documento original hecha por mí.



MICHAEL TABOADA RENNARD
Traductor e Intérprete Oficial
Resolución No 0136 Minjusticia 1996
18 FEB 2011



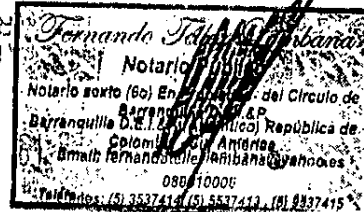
Michael Taboada Rennard
Traductor e Intérprete Oficial
Ministerio de Justicia
Resolución No. 0136 de Febrero 22, 1996

TESTIMONIO DE AUTENTICIDAD

Como Notario sexto (s) de este Circuito doy testimonio que confrontada, la anterior firma guarda similitud con la registrada en esta notaría por:

Michael Taboada Rennard
21 FEB. 2011

Referencia Número: _____



7 FEB 2011

9 6 2 0 2 1

03-06005163 317475 DESARROLLOS Y PROYECTOS S.A.

No. 15640750

Barranquilla, February 10th, 2011 Time: 10:43:59

(LOGO) ***** Page 1

**CHAMBER OF
COMMERCE
OF BARRANQUILLA**

CHAMBER OF COMMERCE
OF BARRANQUILLA

13 *****

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR OF
REGISTRATION OF DOCUMENTS.

DESARROLLOS Y PROYECTOS S.A. -----

TAX ID NUMBER: 802.015.564-7

THE UNDERSIGNED SECRETARY OF THE CHAMBER OF COMMERCE OF
BARRANQUILLA, BASED ON THE RECORDS OF THE BUSINESS
REGISTRATION:

CERTIFIES

That by means of Public Deed Number 3,237 of August 21st, 2001, granted
at the Fifth Notary of Barranquilla, registered in this Chamber of Commerce,
on August 29th, 2001 under the Number 94,616 of the respective book, the
corporation called DESARROLLOS Y PROYECTOS S.A. was constituted. - - - -

CERTIFIES

That said corporation has been reformed by the following private deeds
and/or documents:

Number	year/month/day	Notary	Registration Number	year/month/day
210	2004/02/02	9 th Notary of Barranquilla	109,259	2004/02/05
793	2004/04/21	9 th Notary of Barranquilla	110,799	2004/04/27
2,171	2004/11/11	9 th Notary of Barranquilla	114,407	2004/11/18
1,920	2006/08/11	3 rd Notary of Barranquilla	126,581	2006/09/12

I. CERTIFY THAT THIS IS A FAITHFUL
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MINISTRY OF JUSTICE LICENSE
RES. No. 0136 OF FEBRUARY 22-1996

10 FEB 2011



2,953	2007/12/21	3 rd Notary of Barranquilla	136,670	2007/12/27
1,031	2008/05/28	3 rd Notary of Barranquilla	140,536	2008/06/12
2,287	2008/10/23	3 rd Notary of Barranquilla	143,858	2008/10/29
447	2009/04/02	6 th Notary of Barranquilla	148,496	2009/04/28
447	2009/04/02	6 th Notary of Barranquilla	148,497	2009/04/28

CERTIFIES

That in accordance with the deeds mentioned above, the corporation is governed (ruled) by the following provisions:

NAME OR COMPANY NAME:

DESARROLLOS Y PROYECTOS S.A. - - - - -

MAIN DOMICILE: Barranquilla.

TAX ID No. : 802.015.564.-7.

BUSINESS REGISTRATION: 317,475.

CERTIFIES

Address for judicial notifications:

CL 77 B No. 59 – 61 Office 301.

Of the city of Barranquilla.

E-mail: info@grupodyp.com

CERTIFIES

DURATION: The time period of duration of the corporation was established until August 21st, 2051.

CERTIFIES

PURPOSE: the purpose (objective) of the company will be to provide professional services in the fields of architecture and engineering, to act as contractor on its own account, in all those businesses or activities that are directly or indirectly related to the professions of architecture and

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10 FEB 2011



engineering, such as the direct construction or the construction by means of administration, of buildings, houses, bridges, urban roads, etc. The carrying out of comptrollings and consultancies also related to the mentioned professions. Likewise, the corporation will have as its purpose the providing of the service of rental of machinery for civil works. While carrying out its company purpose the corporation may carry out the following: 1) The importing, purchase, sale and distribution of all kinds of merchandises, 2) The corporation may purchase, invest in the constitution of new commercial and industrial corporations; while carrying out its company purpose, the company may carry out activities that are complementary, inherent to or related to the company purpose. The corporation may be a part of other companies, it may transform them, merge with them, represent them. 4) The corporation may enter into commercial (business) contracts of credits (loans) in all of their forms, it may contract loans of money of any kind, financing of credits, it may give guarantees, endorse and receive bills of exchange, promissory notes and any other kind of securities. 5) To acquire in any way movable and real estate properties, destined to the carrying out of its company purpose, to encumber them with mortgage, surety, antichresis and to transfer their ownership or to limit them in their domain. 6) To give or receive other properties as rental, as usufruct, as fiduciary property, as deposit, on consignment, as administration, all of this with the formalities required by the law for this case. 7) To participate as a partner or shareholder of other companies. 8) To represent national or foreign companies. 9) To act as broker or middleman (commissionist) in the negotiations of rental and purchase-sale of real estate properties and of movable securities and to arrange the collection of accounts, drafts (bills of exchange), promissory notes in charge of third parties. 10) In general to verify contracts and to carry out operations that could develop (carry out) or

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favor its activities or the activities of the companies in which the company has an interest and while exercising its functions (duties) it may enter into contracts with public or private law entities whether they are national or foreign. 11) To establish, to arrange and carry out in general all kinds of businesses including but without limiting itself to financing, investments, guarantees, consultancies, subscription and sale of securities, merchantile (commercial) operations, securities, manufacturing, exporting, importing issuers of cargo, maritime trade, transportation, advertising, chartering, manufacture and maquila of all kinds of products, rental, agricultural activities, auditing activities, hotel activities, foods, beverages, clothing, mining, fishing, exploitation and communication activities. 12) The corporation may carry out studies, consultancies, designs, assemblies and drawing up of electrical, electronic, mechanical and civil works projects; it may carry out the contracting, the design, the execution, the manufacture, the assembly of maintenance of electrical, electronic, mechanical, metalmechanical and civil works, to manufacture, assemble and distribute electrical, pneumatic, electromechanical and similar products, to import, export and market related and similar products, to provide technical assistance, teaching and in general all kinds of services in the area of telematics with or without added value such as national and international data. To carry out consultancies and/or to provide telematic services; to make the designs, production, construction, purchase-sale, rental, leasing of machinery, competences, software and hardware tools that are used in telematics, to buy, sell, install and put into operation telecommunications systems and the use of the electromagnetic spectrum such as television, radios, satellite signal and of any other kind of transmission that is picked up or by these means, to contract and carry out works of infrastructure, such as designs, construction and assembly of networks, connections and all the

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10 FEB 2011



derivations that are inherent to this activity such as the installation of towers, antennae, equipment and all those things that are related to the entities for the development of the company purpose, to provide the service of connection overseas to the world network of computers, internet or any other kind of systems or similar network, laser printing or printpoint in calculations on paper or any material, construction of computers and equipment that are similar or related to the subject matter. The carrying out of activities in the field of advertising. To carry out studies, programming, execution, consultancies, auditings and comptrollings of health and computers projects. a- To purchase, sell, import or export wholesale or retail; derivatives of petroleum and agricultural biomass specially for supplying ships and minor boats (seacrafts). a.- To distribute all kinds of derivatives (by-products) of petroleum and agricultural biomass. c.- To build, purchase and/or administrate (manage) plants for the storage and distribution of any kind of products derived from petroleum and agricultural biomass whether it is wholesale or retail. d.- To administrate and market gasoline service station and lubricants, derivatives of petroleum and agricultural biomass such as fuels, greases, oils, and complementary services and products. e.- The providing of all kinds of products of petroleum and agricultural biomass or of products, merchandises or services of ships and minor boats. f.- the representation and agency of all kinds of derivatives of petroleum and agricultural biomass or of products, merchandises and services for ships and minor boats (seacraft) and g.- To be the owner of port concessions and to develop activities related to the construction and maintenance of ports, piers and port facilities and their administration and exploitation. To provide services of loading, storage and other services that are directly related to the port activities. The corporation may be guarantor

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10 FEB 2011



of others' obligations and bail out with its properties obligations that are not its own. -----

C E R T I F I E S		
CAPITAL	Number of Shares	Value of Share
AUTHORIZED:		
\$*****2,000,000,000	*****10,000	*****200,000
SUBSCRIBED:		
\$*****2,000,000,000	*****10,000	*****200,000
PAID:		
\$*****2,000,000,000	*****10,000	*****200,000

C E R T I F I E S

ADMINISTRATION: The management, administration and legal representation of the corporation will be exercised by the following main bodies: a) The General Shareholders' Assembly, b) The Board of Directors, c) The President. d) The General Manager or Substitute Manager. The functions (duties) that are reserved for the General Shareholders' Meeting are the following, among others: To authorize the Board and/or the Manager to enter into all the contracts, whatever their amount, that are related to the purchase and transfer of ownership or encumbrance of real estate properties and to execute (carry out) or enter into all the acts and contracts the amount of which exceed (surpass) FIFTY MILLION PESOS (\$50,000,000.00). The functions (duties) of the Board of Directors are the following, among others: To appoint the Legal Representative and his/her substitute, to remove (fire) them and to establish their remuneration (salaries, etc.). To authorize the entering into all the acts or contracts the amount of which do not exceed (500) monthly minimum wages. The corporation will have a General Manager who will be the Legal Representative of the corporation and as such the

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executor of the businesses and other corporate matters. The General Manager will have a substitute, with identical authority as the main manager, and he/she will replace the main (general) manager in all of his/her absolute, temporary or accidental absences. While carrying out his/her duties as administrator (manager) and legal representative of the corporation, the manager will have the following authority (rights), among others: To represent the corporation, judicially and extrajudicially, as a legal person and to use the company name. To constitute, without prior authorization of the Board of Directors, proxies (agents) who may represent the corporation in judicial and extrajudicial businesses, and to delegate on him/her the duties or powers (authority) that are necessary that he/she enjoys (has) him/herself. To enter into and execute without prior authorization of the Board of Directors or of the Shareholders' Meeting all kinds of contracts, the amount of which do not exceed one hundred and fifty (150) minimum wages. To arbitrate or compromise the differences of the corporation with third parties. While carrying out these duties he/she may purchase or acquire in any way movable or real estate properties, he/she may sell or transfer ownership in any way (in any account) of the title of movable or real estate properties that belong to the corporation, to give them as pledge, to encumber them or mortgage them, to alter (change) the form of the real estate properties due to nature or destination (use) and to give or receive as mutual amounts of money, to make bank deposits, to sign all kinds of securities and to negotiate them, to draw them, accept them, endorse them, pay them, protest them, discharge them, have them etc., to appear in the trials where the ownership of the corporate properties or any right of the company is being discussed, to transact, compromise, waive, renew, receive, lodge the appeals of any kind in all the businesses or matters of any kind that the corporation has pending, to represent the corporation before any

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kind of officer, court or authority, legal or natural person, etc. and in general to act in the administration and management of the corporation's businesses.

CERTIFIES

That according to Minute No. 53 of March 26th, 2010, corresponding to the Shareholders' Meeting in Barranquilla, of the corporation called: DESARROLLOS Y PROYECTOS S.A. ----- the pertinent part of which was registered in this Chamber of Commerce, on date April 16th, 2010 under the No. 158,147 of the respective book, the following appointments were made:

KIND: BOARD OF DIRECTORS

Main Members

- | | |
|-----------------------------------|--------------------------------|
| 1. Losada Manotas Gabriel Ignacio | Citizen ID Card*****8,769,986 |
| 2. Ochoa Chain Vanessa | Citizen ID Card*****32,745,638 |
| 3. Nuñez Escobar Moises Alberto | Citizen ID Card*****72,308,453 |

Substitute Members

- | | |
|--------------------------------------|--------------------------------|
| 1. Pumarejo Losada Maria Jose | Citizen ID Card*****55,219,906 |
| 2. De la Hoz Fontalvo Erika Patricia | Citizen ID Card*****32,858,630 |
| 3. Cantillo Acuña Lacides | Citizen ID Card*****7,469,655 |

CERTIFIES

That according to Minute No. 26 of February 17th, 2010, corresponding to the Board of Directors Meeting in Barranquilla, of the corporation called: DESARROLLOS Y PROYECTOS S.A. the pertinent part of which was registered in this Chamber of Commerce, on date March 4th, 2010 under the Number 156,888 of the respective book, the following appointments were made:

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10 FEB 2011



Position/Name

Identification

Manager

Losada Manotas Gabriel Ignacio

Citizen ID Card*****8,769,986

CERTIFIES

That according to Minute No. 27 of March 25th, 2010, corresponding to the Board of Directors Meeting in Barranquilla, of the corporation called: DESARROLLOS Y PROYECTOS S.A. the pertinent part of which was registered in this Chamber of Commerce, on date April 9th, 2010 under the Number 157,939 of the respective book, the following appointments were made:

Position/Name

Identification

Substitute of the Manager

Pumarejo Losada Maria Jose

Citizen ID Card*****55,219,906

CERTIFIES

That according to Minute No. 53 of March 26th, 2010, corresponding to the Shareholders' Meeting in Barranquilla, of the corporation called: DESARROLLOS DE PROYECTOS S.A. the pertinent part of which was registered in this Chamber of Commerce, on date April 16th, 2010 under the Number 158,148 of the respective book, the following appointments were made:

Position/Name

Identification

Auditor

ARGUELLES AUDITORES & ASOCIADOS S.A.

Tax ID No. *****802.017.367

CERTIFIES

That according to Private Document of date March 26th, 2006, granted in Barranquilla by Arguelles Auditores Asociados S.A. registered in this Chamber of Commerce, on April 19th, 2010 under the No. 158,167 of the respective book, the following appointments were made:

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Position/Name

Identification

Appointed: Main Auditor

Arguelles Alarcon Alfonso

Citizen ID Card*****72,152,230

Appointed: Substitute of the Auditor

Arguelles Alarcon Jose Gregorio

Citizen ID Card*****80,240,794

CERTIFIES

That in this Chamber of Commerce there do not appear subsequent registrations of documents related to reform, dissolution, liquidation nor appointments of legal representatives of the mentioned corporation.

CERTIFIES

That its last renewal was made on date: March 24th, 2010.

The information concerning seizures of establishments is provided at Registration Certificates; the information concerning contracts subject to registration is provided at Special Certificates.

CERTIFIES

That the acts of registration that are certified here are final five working days after the corresponding registration, as long as within said time period, they are not object of appeals before this entity, and/or of appeals before the Superintendence of Industry and Trade.

(signature of M. Reyes)

I. CERTIFY THAT THIS IS A FAITHFUL
TRANSLATION OF THE ATTACHED TEXT
MICHAEL TABOADA RENNARD
C.C. 8681372 BARRANQUILLA
MINISTRY OF JUSTICE LICENSE
RES. No. 0138 OF FEBRUARY 22-1996

10 FEB 2011





REPUBLICA DE COLOMBIA
MINISTERIO DE RELACIONES EXTERIORES

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

Pais REPUBLICA DE COLOMBIA
(Country: - Pays:)

El presente documento público
(This public document - Le présent acte public)

Ha sido firmado por: BOHORQUEZ SANCHEZ PEDRO ANDRES
(Has been signed by: - A été signé par:)

Actuando en calidad de: TECNICO ADMINISTRATIVO 4065-09
(Acting in the capacity of: - Agissant en qualité de:)

Lleva el sello/estampilla de: SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO
(Bears the seal/stamp of: - Est revêtu du sceau de / timbre de:)

Certificado
(Certified - Attesté)

En: BOGOTA D.C.
(At:)

El: 2/16/2011 9:41:01 AM
(On: - Le:)

Por: APOSTILLA
(By: The Ministry of Foreign Affairs of Colombia - Par: Ministère des Affaires Étrangères de la Colombie)

No: ALCQ9410960
(Under Number: - Sous le numéro:)

Digitally Signed by:
Ministerio de Relaciones Exteriores de Colombia
DIANA MILENA ATEHORTUA BUENO
Reason: DOCUMENT AUTHENTICITY
Location: Bogotá - Colombia

Firma: (Signature:)

Nombre del Titular: DESARROLLOS Y PROYECTOS S A
(Name of the holder of document: - Nom du titulaire:)

Tipo de documento: CERTIFICADO DE EXISTENCIA Y REPRES. LEGAL
(Type of document: - Type du document:)

Número de hojas apostilladas: 4
(Number of pages: - Nombre de pages:)

0130410008356542373

La autenticidad de esta apostilla puede ser verificada en el Registro Electrónico que se encuentra en la siguiente página web:

The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:

L'authenticité de cette Apostille peut être vérifiée en accédant l'e-Registre sur le site web suivant:

www.cancilleria.gov.co/apostilla



CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

DESARROLLOS Y PROYECTOS S.A.-----
NIT: 802.015.564-7.

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE BARRANQUILLA, CON FUNDAMENTO EN LAS INSCRIPCIONES DEL REGISTRO MERCANTIL:

C E R T I F I C A

Que por Escritura Pública No. 3,237 del 21 de Agosto de 2001, otorgada en la Notaria 5a. de Barranquilla, inscrito(as) en esta Cámara de Comercio, el 29 de Agosto de 2001 bajo el No. 94,616 del libro respectivo, fue constituida la sociedad-----
anonima denominada DESARROLLOS Y PROYECTOS S.A. -----

C E R T I F I C A

Que dicha sociedad ha sido reformada por las siguientes escrituras y/o documentos privados:

Numero	aaaa/mm/dd	Notaria	No. Insc o Reg	aaaa/mm/dd
210	2004/02/02	Notaria 9. de Barranquilla	109,259	2004/02/05
793	2004/04/21	Notaria 9. de Barranquilla	110,799	2004/04/27
2,171	2004/11/11	Notaria 9. de Barranquilla	114,407	2004/11/18
1,920	2006/08/11	Notaria 3 a. de Barranquilla	126,581	2006/09/12
2,953	2007/12/21	Notaria 3 a. de Barranquilla	136,670	2007/12/27
1,031	2008/05/28	Notaria 3 a. de Barranquilla	140,536	2008/06/12
2,287	2008/10/23	Notaria 3a. de Barranquilla	143,858	2008/10/29
447	2009/04/02	Notaria 6 a. de Barranquilla	148,496	2009/04/28
447	2009/04/02	Notaria 6 a. de Barranquilla	148,497	2009/04/28

C E R T I F I C A

Que de acuerdo con la(s) escritura(s) arriba citada(s), la sociedad se rige por las siguientes disposiciones:

DENOMINACION O RAZON SOCIAL:
DESARROLLOS Y PROYECTOS S.A.-----
DOMICILIO PRINCIPAL: Barranquilla.
NIT No: 802.015.564-7.
MATRICULA MERCANTIL: 317,475.

C E R T I F I C A

Direccion para notificaciones judiciales:
CL 77 B No 59 - 61 OF 301.
De la ciudad de Barranquilla.
Correo electrónico: info@grupodyp.com
Telefono: 3609500

C E R T I F I C A

OFIXPRES SRS NIT. 900.156.806-1

3

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

~~DESARROLLOS Y PROYECTOS S.A.~~

NIT: 802.015.564-7.

DURACION: El término de duración de la sociedad se fijó hasta el 21 de Agosto de 2051.

C E R T I F I C A

OBJETO SOCIAL: El objeto social de la compañía será la prestación de servicios profesionales en el ramo de la arquitectura y la ingeniería, actuar como contratista por iniciativa propia, en todos aquellos negocios o actividades que tengan relación directa o indirecta con las profesiones de la arquitectura o ingeniería, como la construcción directa o por administración de edificios casas, puentes vías urbanas etc. La realización de interventorias y asesorías relacionadas igualmente con las mencionadas profesiones. De la misma manera la sociedad tendrá la prestación del servicio de alquiler de maquinarias para obras civiles. En desarrollo del objeto la sociedad podrá realizar lo siguiente: 1) La importación, compra, venta y distribución de toda clase de mercancías, 2) La sociedad podrá adquirir, invertir en la constitución de nuevas sociedades comerciales e industriales; en desarrollo de su objeto social, la empresa podrá realizar actividades complementarias inherentes o conexas con el mismo. La sociedad puede formar parte de otras compañías, transformarlas, fusionarse, representarlas. 4.) La sociedad podrá celebrar contratos comerciales de créditos en todas las formas, contratar préstamos de dinero en cualquier especie, financiación de créditos, dar garantías avalar y recibir letras de cambio, pagares y cualquier otra clase de títulos valores. 5.- Adquirir a cualquier título bienes muebles e inmuebles, destinados al desarrollo de su objeto social, gravarlos con hipoteca, prenda, anticresis y enajenarlos o limitarlos en su dominio: 6.- Dar o recibir otros bienes en arrendamiento, en usufructo, en propiedad fiduciaria, en depósito en consignación en administración, todo ello con las formalidades exigidas por la ley para cada caso. 7.- Participar como socio o accionista de otras compañías. 8.- Representar casas nacionales o extranjeras. 9.- Actuar como corredor o comisionista en las negociaciones de arriendo y compraventa de bienes raíces y de valores mobiliarios y de gestionar la cobranza de cuentas, letras, pagares a cargo de terceros. 10.- En general verificar contratos y realizar peritaciones que puedan desarrollar o favorecer sus actividades o la de las empresas en las que la compañía tenga interés y en ejercicio de sus funciones podrá celebrar contratos con entidades de derecho público o privado, nacionales y extranjeras. 11.- Establecer, gestionar y llevar a cabo en general todo tipo de negocios incluyendo pero sin limitarse a financiamiento, inversiones, cerradura, garantía, consultoría, suscripción y venta de valores, operaciones mercantiles, valores, fabricación, exportación, importación, expedidores de carga, comercio marítimo, transporte, publicidad, fletamento, fabricación y maquila de toda clase de productos, arrendamiento, actividades agrónomas, de auditoría, de hotelería, alimentos, bebidas, ropa, minería, pesquería, de explotación, de comunicaciones. 12.- Podrá efectuar estudios, consultoría, diseños, montajes y elaboración de proyectos de obras

***** C O N T I N U A *****



CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

DESARROLLOS Y PROYECTOS S.A.-----
NIT: 802.015.564-7.

electricas, electronicas, mecanicas y civiles, realizar la contratacion, el diseno, la ejecucion, la fabricacion, el montaje de mantenimiento de obras electricas, electronicas, mecanicas, metalmeccanicas y civiles, fabricar, ensamblar y distribuir productos electricos, neumaticos, electromecanicos y afines, importar, exportar y comercializar, productos relacionados y afines, prestar asistencia tecnica, docencia y en general toda clase de servicios en el area de la telematicas con o sin valor agregado tales como de datos nacionales e internacional. Realizar consultorias y/o prestar servicios telematicos; realizar los disenos, produccion, construccion, compraventa, arriendo, leasing de maquinarias, competentes, herramientas de software o hardware que sean utilizados en telematica, comprar, vender, instalar y poner en funcionamiento sistemas de telecomunicaciones y el uso del espectro electromagnetico tal como television, radios, senal satelite y de cualquier otro tipo de emision que sea captado o por estos medios, contratar y efectuar obras de infraestructura, tales como disenos, construccion y montajes de redes, acometidas y todas las derivaciones inherentes a esta actividad como la de instalacion de torres, antenas, equipos y todo lo relacionado con la materia, celebrar contratos de concesion con entidades de derecho publico y privado para el desarrollo del objeto social, prestar el servicio de conexion en el exterior a la red mundial de computadores, internet o cualquier otro tipo de sistemas o red similar, impresion laser o de punto en computados sobre papel o cualquier material construccion de computadores y equipos afines o relacionados con la materia. La ejecucion de actividades en el ramo de la publicidad tales como: Disenos, creatividad, produccion, comercializacion manejo de medio y todo lo relacionado con el campo publicitario. Realizar estudios, programacion, ejecucion, consultorias, auditorias interventorias de proyectos en salud e informatica. a.- Comprar, vender, importar o exportar al por mayor o al detal; derivados del petroleo y biomazas agricolas especialmente para el suministro de buques y embarcaciones menores. b.- Distribuir toda clase de derivados de petroleo y biomazas agricolas. c.- Construir, adquirir y/o administrar plantas de almacenamiento y distribucion de cualquier clase de productos derivados del petroleo y biomazas agricolas bien sea al por mayor o al detal. d.- Administrar y comercializar estaciones de servicios y lubricantes derivados del petroleo y biomazas agricolas como combustibles, grasas, aceites y servicios y productos complementarios. e.- La prestacion de toda clase de productos del petroleo y biomazas agricolas o de productos, mercancias o servicios de buques y embarcaciones menores. f.- La representacion y agencia de toda clase de productos derivados del petroleo y

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

DESARROLLOS Y PROYECTOS S.A.

NIT: 802.015.564-7.

biomasas agricolas o de productos, mercancías y servicios para buques y embarcaciones menores y g.-Ser titular de concesiones portuarias y desarrollar actividades relacionadas con la construcción y mantenimiento de puertos, muelles e instalaciones portuarias y su administración y explotación. Prestar servicios de cargue, de almacenamiento y otros servicios relacionados directamente con la actividad portuaria. La sociedad podrá constituirse en garante de obligaciones ajenas y caucionar con sus bienes sociales obligaciones distintas a las suyas propias.-----

C E R T I F I C A

CAPITAL	Nro Acciones	Valor Acción
Autorizado		
\$*****2,000,000,000	*****10,000	*****200,000
Suscrito		
\$*****2,000,000,000	*****10,000	*****200,000
Pagado		
\$*****2,000,000,000	*****10,000	*****200,000

C E R T I F I C A

ADMINISTRACION: La dirección, administración y representación legal de la sociedad serán ejercidas por los siguientes órganos principales: a) La Asamblea General de Accionistas, b) La Junta Directiva, c) El Presidente. d) El Gerente General o Suplente. Son funciones reservadas a la Asamblea General de Accionistas las siguientes entre otras: Autorizar a la Junta y/o al Gerente para celebrar todos los contratos, cualquiera que sea su cuantía, relativos a la adquisición y enajenación o gravamen de bienes raíces y para ejecutar o celebrar todos los actos y contratos cuya cuantía exceda de CINCUENTA MILLONES DE PESOS (\$50.000.000.00). Son funciones de la Junta Directiva las siguientes entre otras: Nombrar al Representante Legal y su suplente, remover y fijarles su remuneración. Autorizar la celebración de todos los actos o contratos cuya cuantía no exceda (500) salarios mínimos mensuales. La sociedad tendrá un Gerente General que será el Representante Legal de la misma y como tal el ejecutor y gestor de los negocios y demás asuntos sociales. El Gerente General tendrá un suplente, con idénticas atribuciones del principal, quien lo reemplazará en sus faltas absolutas, temporales o accidentales. En ejercicio de sus funciones como administrador y representante legal de la sociedad, el gerente tendrá las siguientes atribuciones entre otras: Representar a la sociedad, judicial y extrajudicialmente, como persona jurídica y usar la sociedad judicial y extrajudicialmente, como persona jurídica y usar la firma social. Constituir, sin previa autorización de la Junta Directiva, mandatarios que representen a la sociedad en negocios judiciales y extrajudiciales, y delegarle las funciones o facultades necesarias de que el mismo goza. Celebrar y ejecutar sin previa autorización de la Junta Directiva, o de la Asamblea de Accionistas toda clase de contratos, cuya cuantía no exceda de ciento cincuenta (150) salarios mínimos. Arbitrar o transigir las diferencias de la sociedad con terceros. En ejercicio de estas

***** C O N T I N U A *****



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CAMARA DE COMERCIO
DE BARRANQUILLA
13*****

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.
DESARROLLOS Y PROYECTOS S.A.-----
NIT: 802.015.564-7.

podra comprar o adquirir a cualquier titulo bienes o inmuebles, vender o enajenar a cualquier titulo bienes muebles o inmuebles de la sociedad, darlos en prenda, gravarlos o hipotecarlos, alterar la forma de los bienes raices por naturaleza o destino y dar o recibir en mutuo cantidades de dinero, hacer depositos bancarios, firmar toda clase de titulos valores y negociarlos, girarlos, aceptarlos, endosarlos, pagarlos, protestarlos, descargarlos, tenerlos etc, comparecer a los juicios donde se discuta la propiedad de los bienes sociales o cualquier derecho de la compañía, transigir, comprometer, desistir, novar, recibir, interponer los recursos de cualquier genero en todos los negocios o asuntos de cualquier indole que tenga pendiente la sociedad, representarle ante cualquier clase de funcionario, tribunal o autoridad, persona juridica o natural etc y en general actuar en la administracion y direccion de los negocios sociales.-----

C E R T I F I C A

Que según Acta No. 53 del 26 de Marzo de 2010 correspondiente a la Asamblea de Accionistas en Barranquilla, de la sociedad: DESARROLLOS Y PROYECTOS S.A.-----
cuya parte pertinente se inscribió en esta Cámara de Comercio en el 16 de Abril de 2010 bajo el No. 158,147 del libro respectivo, fueron hechos los siguientes nombramientos:

CLASE: JUNTA DIRECTIVA

Principales

- | | |
|-----------------------------------|--------------------|
| 1. Losada Manotas Gabriel Ignacio | CC.*****8,769,986 |
| 2. Ochoa Chain Vanessa | CC.*****32,745,638 |
| 3. Nunez Escobar Moises Alberto | CC.*****72,308,453 |

Suplentes

- | | |
|--------------------------------------|--------------------|
| 1. Pumarejo Losada Maria Jose | CC.*****55,219,906 |
| 2. De La Hoz Fontalvo Erika Patricia | CC.*****32,858,630 |
| 3. Cantillo Acuña Lacides | CC.*****7,469,655 |

C E R T I F I C A

Que según Acta No. 26 del 17 de Febrero de 2010 correspondiente a la Junta Directiva en Barranquilla, de la sociedad: DESARROLLOS Y PROYECTOS S.A. cuya parte pertinente se inscribió en esta Cámara de Comercio, el 04 de Marzo de 2010 bajo el No. 156,888 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre Identificación

FILED
2011 APR 8 PM 4:42
SECRETARY OF STATE
ALLAHUSSE, FLORIDA

ORXPRES SAS. NIT 900.156.806-1

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CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

~~DESARROLLOS Y PROYECTOS S.A.~~

NIT: 802.015.564-7.

Gerente.

Losada Manotas Gabriel Ignacio

CC.*****8,769,986

C E R T I F I C A

Que según Acta No. 27 del 25 de Marzo de 2010 correspondiente a la Junta Directiva en Barranquilla, de la sociedad: DESARROLLOS Y PROYECTOS S.A. cuya parte pertinente se inscribió en esta Cámara de Comercio, el 09 de Abril de 2010 bajo el No. 157,939 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
Suplente del Gerente.	

Pumarejo Losada Maria José

CC.*****55,219,906

C E R T I F I C A

Que según Acta No. 53 del 26 de Marzo de 2010 correspondiente a la Asamblea de Accionistas en Barranquilla, de la sociedad: DESARROLLOS Y PROYECTOS S.A. cuya parte pertinente se inscribió en esta Cámara de Comercio, el 16 de Abril de 2010 bajo el No. 158,148 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
Revisor Fiscal	

ARGUELLES AUDITORES & ASOCIADOS S.A

Ni.*****802,017,367

C E R T I F I C A

Que por Documento Privado del 26 de Marzo de 2010, otorgado en Barranquilla, por Arguelles Auditores Asociados S. inscrito en esta Cámara de Comercio, el 19 de Abril de 2010 bajo el Nro 158,167 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
Designado: Revisor Fiscal Principal	

Arguelles Alarcon Alfonso

CC.*****72,152,230

Designado: Revisor Fiscal Suplente.

Arguelles Alarcon Jose Gregorio

CC.*****80,240,794

C E R T I F I C A

Que en esta Cámara de Comercio no aparecen inscripciones posteriores de documentos referentes a reforma, disolución, liquidación o nombramientos de representantes legales de la expresada sociedad.

C E R T I F I C A

Que su última Renovación fue el: 24 de Marzo de 2010.

La información sobre embargos de establecimiento se suministra en Certificados de Matrícula, la de contratos sujetos a registro, en Certificados Especiales.

C E R T I F I C A



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CAMARA DE COMERCIO
DE BARRANQUILLA
13*****

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

DESARROLLOS Y PROYECTOS S.A.-----
NIT: 802.015.564-7.

Que los actos de registro aquí certificados quedan en firme cinco días hábiles despues de la correspondiente inscripción, siempre que, dentro de dicho término, no sean objeto de los recursos de reposición ante esta entidad, y/o de apelación para ante la Superintendencia de Industria y Comercio.

SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO
SECRETARIA, GENERAL AD HOC
CERTIFICA

Handwritten signature

2011 APR -8 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Que la firma estampada en este documento coincide con la registrada en este despacho, correspondiente a: MARTEL REYES OVIEDO

Handwritten signature

PEDRO ANDRES BARRONQUEZ SANCHEZ

15 FEB. 2011