

06/08/2011 13:50

Division of Corporations

056339696

EMPIRE CORP KIT

PAGE 01/12  
Page 1 of 1

**File 00000 2396**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H110001521183)))



H110001521183ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

**366018**

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUN -8 AM 10:55

**FILED**

FOREIGN PROFIT/NONPROFIT CORPORATION  
CARROCERIAS EL SOL CORP.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 12      |
| Estimated Charge      | \$78.75 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JUN -8 PM 4:49

**RECEIVED**

Electronic Filing Menu

Corporate Filing Menu

Help

**J. Shivers JUN 09 2011**

# 11000152118

(12)

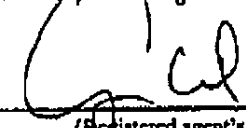
# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. CARROCERIAS EL SOL 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. Bogota, Colombia 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 20, 1972 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2011  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. Avenida Soacha, Km 8 Centro Industrial Cazuca, 14548, Bogota, Colombia  
(Principal office address)
- same  
(Current mailing address)
8. Ambulance parts. Import/Export  
(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: Vares Tax Service, Inc.  
Office Address: 1688 Coral Way  
Miami, Florida 33145  
(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.

# 11000152118

2011 JUN - 8 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

## A. DIRECTORS

Chairman: Gloria Stella Martinez-DeVargasAddress: Avenida Soacha, Km8, Centro Industrial Cazuca  
Bogota, ColombiaVice Chairman: Diego Hernan Vargas-MartinezAddress: Avenida Soacha, Km8, Centro Industrial Cazuca  
Bogota, ColombiaDirector: Carlos Alberto Vargas-MartinezAddress: Avenida Soacha, Km8, Centro Industrial Cazuca  
Bogota, Colombia

Director: \_\_\_\_\_

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

## B. OFFICERS

President: Gloria Stella Martinez-DeVargasAddress: Avenida Soacha, Km8, Centro Industrial Cazuca  
Bogota, ColombiaVice President: Diego Hernan Vargas-MartinezAddress: Avenida Soacha, Km8, Centro Industrial Cazuca  
Bogota, ColombiaSecretary: Carlos Alberto Vargas-MartinezAddress: Avenida Soacha, Km8, Centro Industrial Cazuca, Bogota, Colombia

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 this document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Diego Hernan Vargas-Martinez, Vice-President

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUN -8 AM 9:55

FILED

  
Libertad y Orden

**REPUBLICA DE COLOMBIA**  
MINISTERIO DE RELACIONES EXTERIORES  
**APOSTILLE**  
(Convention de La Haye du 5 Octobre 1961)

**REPUBLICA DE COLOMBIA**  
(Country - Pays:)

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

**Realizado firmado por: GONZALEZ OSORIO JUAN CARLOS**  
(Has been signed by: - A été signé par:)

**Actuando en calidad de: TRADUCTORA E INTERPRETE OFICIAL**  
(Acting in the capacity of: - Agissant en qualité de:)

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

**Certificado**  
(Certified - Attesté)

**BOGOTA D.C**

**5/24/2011 15:03:11 P**

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

**ALFY15311138**  
(Case Number: - Sous le numéro:)

**Digitally Signed by:**  
Ministerio de Relaciones Exteriores de Colombia  
DIANA MILENA ATEHORTUA BUENO  
Reason: DOCUMENT AUTHENTICITY  
BOGOTA - COLOMBIA

  
Firma: (Signature)

**Nombre del Titular: CARROCERIAS EL SOL SAS**  
(Name of the holder of document: - Nom du titulaire:)

**Tipo de documento: TRADUCCION CERTIFICADO EXISTENCIA Y REPRESENTACION**  
(Type of document: - Type du document:)

**165342837**

**Número de hojas apostilladas: 8**  
(Number of pages: - Nombre de pages:)

0130410009260770008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUN -8 AM 10:55

FILED

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 au-Register sur le site web suivant:

[www.cancilleria.gov.co/apostilla](http://www.cancilleria.gov.co/apostilla)

**REPUBLIC OF COLOMBIA**  
**MINISTERIO DE RELACIONES EXTERIORES**  
**(COLOMBIAN FOREIGN AFFAIRS MINISTRY)**

**APOSTILLE**

(October 5<sup>th</sup>, 1961, The Hague Convention)

Country: **REPUBLIC OF COLOMBIA**

This public document

has been signed by: **BOHORQUEZ SANCHEZ PEDRO ANDRÉS**

acting in the capacity of: **ADMINISTRATIVE TECHNICIAN 4065-09**

bears the seal/ stamp of: **SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO (Superintendency of Industry and Trade)**

Certified:

In: **BOGOTÁ, D.C.**

On: **MAY 23, 2011, 15:53:42**

By: **APOSTILLE**

Under number:

**ALFX155342837**

Digitally Signed by:

Ministry of Foreign Affairs of Colombia

**DIANA MILENA ATEHORTUA BUENO**

Reason: **DOCUMENT AUTHENTICITY**

Location: **Bogotá-Colombia**

Signature: (illegible signature)

Holder's Name: **CARROCERIAS EL SOL SAS**

Type of Document: **CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION**

**860012400-6**

Number of pages: **4**

**0130410009249402453**

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

[www.cancilleria.gov.co/apostilla](http://www.cancilleria.gov.co/apostilla)

**JUAN CARLOS GONZALEZ OSORIO**  
Traductor e Interpreté Oficial  
Español / Inglés / Inglés Español  
Certificado de idoneidad No. 0247

**FILED**  
**2011 JUN -8 AM 10:55**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

(Barcode) \*01\* \*99709365\*

CHAMBER OF COMMERCE OF BOGOTÁ  
CAZUCA BRANCH  
MAY 13, 2011 TIME 10:28:21  
R 031465757

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR  
DOCUMENTS REGISTRATION  
THE CHAMBER OF COMMERCE OF BOGOTÁ, BASED ON THE  
REGISTRATION OF THE TRADE REGISTER

CERTIFIES:

NAME: CARROCERÍAS EL SOL S A S  
NIT: 860012400-5  
ADDRESS: SOACHA CUNDINAMARCA

REGISTRATION NO: 00016615 OF APRIL 20, 1972

CERTIFIES:

JUDICIAL NOTICE ADDRESS: TRANSV 6 NO. 12-57 ENTR. 2 CAZUCA  
MUNICIPALITY: SOACHA (CUNDINAMARCA)  
JUDICIAL NOTICE EMAIL: ELSOL@CARROCERIASELSOL.COM  
BUSINESS ADDRESS: TRANSV 6 NO. 12-57 ENTR. 2 CAZUCA  
MUNICIPALITY: SOACHA (CUNDINAMARCA)  
BUSINESS EMAIL: ELSOL@CARROCERIASELSOL.COM

CERTIFIES:

CONSTITUTION: PUBLIC DEED NO. 1630, NOTARY 9 BOGOTÁ, MAY 13, 1965,  
REGISTERED ON MAY 25, 1965, UNDER NO. 64950 OF THE RESPECTIVE  
BOOK THE, A LIMITED PARTNERSHIP WAS FORMED, CALLED:  
"CARROCERÍA EL SOL LIMITADA"

CERTIFIES:

THAT BY PUBLIC DEED NO. 388, FROM NOTARY 11 BOGOTÁ OF MARCH 5,  
1974 REGISTERED IN THE CHAMBER OF COMMERCE ON MARCH 21, 1974,  
UNDER NUMBER 16441 OF BOOK IX, THE COMPANY CHANGED ITS NAME  
FROM "CARROCERÍA EL SOL LIMITADA" TO "CARROCERÍAS EL SOL  
LIMITADA" AND INTRODUCED OTHER REFORMS.

CERTIFIES:

THAT BY PUBLIC DEED NO. 1836 FROM NOTARY 31 BOGOTÁ DC OF MAY  
22, 2008, REGISTERED ON JUNE 4, 2008 UNDER NO. 1218290 OF BOOK IX,  
THE REFERENCE COMPANY CHANGED ITS NAME FROM "CARROCERÍAS EL  
SOL S.C.A" TO: CARROCERÍAS EL SOL LTDA.

CERTIFIES:

THAT BY PUBLIC DEED NO. 1282 FROM NOTARY 17 BOGOTÁ DC OF 19 MAY  
2009, REGISTERED ON MAY 21, 2009 UNDER NO. 1299375 OF BOOK IX, THE  
COMPANY OF REFERENCE CHANGED ITS NAME FROM CARROCERÍAS EL  
SOL LTDA TO: CARROCERÍAS EL SOL SAS

CERTIFIES:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUN - 8 AM 10:55

FILED

JUAN CARLOS GONZALEZ OSSIMO  
Traductor e Interpretador Oficial  
Español - Inglés / Inglés - Español  
Certificado de Identidad No. 0247

THAT BY PUBLIC DEED NO. 1371 FROM NOTARY 1 SOACHA OF 4  
NOVEMBER 1999, REGISTERED ON NOVEMBER 5, 1999 UNDER NUMBER  
702760 OF BOOK IX, THE COMPANY OF REFERENCE MOVED ITS ADDRESS  
FROM THE CITY: SANTA FE DE BOGOTÁ DC, TO THE CITY OF: SOACHA

CERTIFIES:

THAT BY PUBLIC DEED NO. 3043 FROM NOTARY 16 SANTA FE DE BOGOTÁ  
OF NOVEMBER 10, 1993, REGISTERED ON NOVEMBER 25, 1993, UNDER NO.  
428485 OF BOOK IX, THE COMPANY TRANSFORMED FROM: LIMITED TO:  
JOINT STOCK, UNDER THE NAME: CARROCEÍAS EL SOL SCA

CERTIFIES:

THAT BY PUBLIC DEED NO. 1836 FROM NOTARY 31 BOGOTÁ D. C. OF 22  
MAY 2008, REGISTERED ON JUNE 4, 2008 UNDER NUMBER 290 OF BOOK IX,  
THE COMPANY OF REFERENCE IS TRANSFORMED FROM JOINT STOCK TO  
LIMITED COMPANY UNDER THE NAME: CARROCEÍAS EL SOL LTDA.

CERTIFIES:

THAT BY PUBLIC DEED NO. 1282 FROM NOTARY 17 BOGOTÁ D. C. OF 19  
MAY 2009, REGISTERED ON MAY 21, 2009 UNDER NO. 1299375 OF BOOK IX,  
THE COMPANY OF REFERENCE IS TRANSFORMED FROM LIMITED  
LIABILITY COMPANY TO SIMPLIFIED JOINT STOCK COMPANY UNDER THE  
NAME: CARROCEÍAS EL SOL SAS

CERTIFIES:

#### REFORMS:

| DEED NO. | DATE              | NOTARY                | REGISTRATION            |
|----------|-------------------|-----------------------|-------------------------|
| 4645     | 9 AUGUST 1967     | 8 BOGOTÁ              | 17 AUGUST 1967 73005    |
| 2332     | 8 JULY 1971       | 14 BOGOTÁ             | 12 AUGUST 1971 91185    |
| 052      | 21 AUGUST 1980    | 31 BOGOTÁ             | 8 SEPTEMBER 1980 89764  |
| 1052     | 9 MAY 1985        | 31 BOGOTÁ             | 11 JUNE 1985 171389     |
| 4886     | 22 DECEMBER 1988  | 30 BOGOTÁ             | 27 JANUARY 1989 256057  |
| 1085     | 18 SEPTEMBER 1992 | 28 SANTA FE DE BOGOTÁ | 22 OCTOBER 1992 383138  |
| 3043     | 10 NOVEMBER 1993  | 18 SANTA FE DE BOGOTÁ | 25 NOVEMBER 1992 428485 |
| 0209     | 10 FEBRUARY 1994  | 18 SANTA FE DE BOGOTÁ | 22 FEBRUARY 1994 438164 |
| 151      | 25 JULY 1996      | 60 SANTA FE DE BOGOTÁ | 1 AUGUST 1996 548483    |

CERTIFIES:

0000030 1999/01/22 00001 SOACHA (CUNDINAMARCA)  
00666150 1999/01/27  
0001371 1999/11/04 00001 SOACHA (CUNDINAMARCA)  
00702760 1999/11/05  
0000530 2003/04/23 00001 SOACHA (CUNDINAMARCA)  
00876847 2003/04/25  
0000851 2006/05/09 00001 SOACHA (CUNDINAMARCA)  
01055580 2006/05/16

CERTIFIES:

TERM: THAT THE TERM OF THE COMPANY IS UNDEFINED

CERTIFIES:

CORPORATE PURPOSE: THE COMPANY WILL PRIMARILY INTENDED TO  
DEVELOP THE FOLLOWING ACTIVITIES: DEVELOPING INSIDE AND OUTSIDE  
COLOMBIA ACTIVITIES LIKE: MANUFACTURE AND ASSEMBLY OF MOTOR  
VEHICLES, PRODUCTION, DISTRIBUTION AND / OR MARKETING OF

JOHN CARLOS GONZALEZ OSORIO  
Traductor e Interpretador Oficial  
Español / Inglés / Inglés Español  
Certificado de Identidad No. 0240

2011 JUN - 8 AM 10:55  
SECRETARÍA DE JUSTICIA  
TALLAS

FILED

FILED

2011 JUN -8 AM 10:55

SECRET  
TALLAHASSEE

DOMESTICALLY PRODUCED AUTO PARTS AND / OR FOREIGN IN FURTHERANCE OF WHICH CARROCERIAS EL SOL SAS WILL ASSEMBLE AND FABRICATE AUTOMOTIVE VEHICLES AND MECHANICAL ASSEMBLIES, PARTS AND ACCESSORIES INSIDE OR OUTSIDE THE TERRITORY OF COLOMBIA, AN ACTIVITY WHICH THE COMPANY WILL FREELY PERFORM, ESPECIALLY BY ASSEMBLING MODELS AND VERSIONS AND BUS CHASSIS, MANUFACTURING TRAILERS (1, 2 AND 3 AXES) SEMI-TRAILERS (1, 2 AND 3 AXES), LIGHT-DUTY SEMI-TRAILERS AND VOLUME STAKE BODIES, BODIES FOR TRANSPORT OF GAS CYLINDERS, CAR BODIES FOR TRANSPORT OF SAND AND COAL, CATTLE RAMP BODIES, FIXED AND COLLAPSIBLE BODIES, SPECIAL BODIES FOR TRANSPORT OF HORSES, CARS, WORKSHOP CARS, IRONMONGERS FOR LOAD OF 12 METERS, BODIES FOR RADIO AND / OR ANTENNA FOR SATELLITE TRANSMISSION, ALUMINUM, FIBERGLASS AND INSULATED VANS, DUMP TRUCKS AND LOW TRANSPORT TRUCKS, DUMP TRUCK AND MOBILE MEDICAL UNITS, AMBULANCES, MOBILE MEDICAL UNITS, STRUCTURES, AUTO PARTS, BUSES AND TRACTOR-BUSES WITH ONE OR TWO LEVELS, PUBLIC TRANSPORT VEHICLES, ROAD PUBLIC PASSENGER VEHICLES, LIFTS FOR CARS, (2, 3 BASEMENTS), LOW TRANSPORT TRUCKS (HIGH, MEDIUM AND LOW), STRUCTURES TO TRANSPORT ARMORED VEHICLES AND / OR ASSEMBLIES, PORT AND / OR AIRPORT VEHICLES, HYDRAULIC SYSTEMS, ACCESSORIES FOR BODIES AND FOR ANY KIND OF VEHICLES AND / OR ANY OTHER KIND OF VEHICLE THAT TECHNOLOGICAL ADVANCES OR SPECIAL CASES THAT ARE INCLUDED IN THE REGULATIONS THAT ESTABLISH THE CHARACTERISTICS AND TECHNICAL AND SAFETY SPECIFICATIONS FOR VEHICLES OF ROAD PUBLIC TRANSPORT. ENTERING CONTRACTS FOR MAINTENANCE AND RECONSTRUCTION OF ANY TRANSPORT EQUIPMENT AND BRAND. TRANSPORTATION BILLING, PERFORMING COMMERCIAL APPRAISALS AND EXPERT OPINIONS, PRODUCT MARKET AND EXPORT TO ANY COUNTRY IN THE WORLD. IMPORTING, MARKETING, DISTRIBUTING AND ASSEMBLING MOTORCYCLES. IN FULFILLMENT OF ITS CORPORATE PURPOSE, THE COMPANY MAY: A. PURCHASE AS OWNER AND / OR ANY TITLE AND / OR SELL ALL KINDS OF REAL ESTATE AND GIVE THEM OR TAKE THEM ON LEASE, PLEDGE OR MORTGAGE, DEPENDING ON THEIR NATURE. B. MAKE BUILDINGS OR IMPROVEMENTS ON PROPERTY OWNED FOR THE PURPOSE OF LINKING THEM TO EXPORT PROFITS AND / OR IMPROVEMENT OF ANY OF THE ACTIVITIES TAKING PLACE BECAUSE OF ITS CORPORATE PURPOSE. C. PARTICIPATE IN PUBLIC AND / OR PRIVATE TENDERS INDIVIDUALLY AND / OR THROUGH THE ESTABLISHMENT OF A CONSORTIUM, WITH PUBLIC AND / OR PRIVATE ENTITIES, WHETHER INDIVIDUALS OR LEGAL ENTITIES, NATIONAL OR FOREIGN AND ENTERING CONTRACTS WITH THEM INSIDE OR OUTSIDE THE NATIONAL TERRITORY, AS THE CASE, CONTRACTS OF ANY NATURE IN IN FULFILLMENT OF ITS CORPORATE PURPOSE. D. IMPORTING, BUYING OR SELLING ALL KINDS OF EQUIPMENT REQUIRED TO CARRY OUT ITS WORK IN DEVELOPING ITS CORPORATE PURPOSE. E. CONTRACTING BY ITSELF OR THROUGH THE

JUAN CARLOS GONZALEZ 850800  
Traductor Interprete Oficial  
Español Inglés / Inglés Español  
Certificado de Idoneidad No. 0247



ESTABLISHMENT OF SPECIAL AGENTS FOR EACH CASE, AS FOR PAYMENT OF LOANS, TRANSFERS, DISCOUNTS, ANY CLASS OF SECURITIES OR GENERAL OPERATIONS RELATED TO CIVIL CLAIMS TITLES AND OR BUSINESS, REQUIRING THE DEVELOPMENT AND / OR EXECUTION OF ITS CORPORATE PURPOSE. F. ENTERING, IN FULFILLMENT OF ITS CORPORATE PURPOSE, ALL KINDS OF TRANSACTIONS WITH CREDIT INSTITUTIONS AND / OR DOMESTIC AND FOREIGN INSURANCE COMPANIES. G. ORGANIZING, PROMOTING, OR PARTICIPATING IN PARTNERSHIPS AND / OR COMPANIES (SIC) THAT TEND TO FACILITATE, EXPAND, SUPPLEMENT THE COMPANY BUSINESS INSIDE OR OUTSIDE THE COUNTRY, ORGANIZING DISTRIBUTION SUBSIDIARIES, MODERNIZATION OR EXPANSION OF ACTIVITIES SUBSCRIBED FOR SHARES, BONDS, NOTES, LETTERS AND / OR CONCLUDING CONTRACTS OF PARTICIPATION ACCOUNTS FOR SUCH PURPOSE. ALSO PARTICIPATING IN ACTIVITIES THROUGH VARIOUS PARTNERSHIP ARRANGEMENTS AND JOINT VENTURE CONSORTIUMS. H. COMPROMISING, WITHDRAWING OR IMPOSING ARBITRATION DECISIONS ON ISSUES THAT TAKE INTO ACCOUNT INTERESTS WITH THIRD PARTIES. I. HAVING OWNERSHIP RIGHTS TO TRADEMARKS, PATENTS AND / OR PRIVILEGES OF INTELLECTUAL PROPERTY AND / OR ASSIGNING ANY PROPERTY TITLE. J. BEING PART OF THE GUILDS RELATED TO ITS CORPORATE PURPOSE AND MAKING CONTRIBUTIONS AND / OR RESPECTIVE CONTRIBUTIONS. K. PROVIDING THIRD PARTIES WITH THEIR TECHNOLOGY, PERSONNEL AND / OR EQUIPMENT OWNED AND / OR ACTIVITY RELATED TO THE CORPORATE PURPOSE. L. CREATING SECURITY INTERESTS AND / OR PERSONAL TO ENSURE COMPLIANCE AND / OR PAYMENT OF SOCIAL OBLIGATIONS. M. PERMANENTLY / OR TEMPORARILY INVESTING AVAILABLE MONEY OF THE COMPANY THAT IS NOT REQUIRED FOR ITS MAIN PURPOSES. N. CELEBRATE AND / OR EXECUTING ON ITS OWN BEHALF AND / OR FOR THIRD PARTIES TO ACT (SIC) AND / OR CONTRACT AS NEEDED AND / OR DESIRABLE TO MEET AND / OR FACILITATE ACTS AND THE COMPANY'S OWN OPERATIONS THAT ARE DIRECTLY RELATED WITH THE PURPOSE. O. PROVIDE TECHNICAL ASSISTANCE, SUPERVISION. P. CONSTITUTION AND / OR ENABLING ASSEMBLY PROCESSING WAREHOUSES AND / OR FREE ZONES. Q. APPROVAL OF VEHICLES AND / OR PARTS. THE COMPANY MAY BE CONSTITUTED AS A GUARANTOR OF THIRD PARTY OBLIGATIONS, DEFINED AS THOSE THAT CONSTITUTE OR ARE DERIVED FROM THE LEGAL FIGURE OF CONSORTIUM. IT CAN ALSO PERFORM OTHER LEGAL ECONOMIC ACTIVITIES IN COLOMBIA AND ABROAD. THE COMPANY MAY CARRY OUT, IN GENERAL, ALL OPERATIONS OF WHATEVER NATURE THEY MAY BE, RELATED TO THE MENTIONED CORPORATE PURPOSE, AS WELL AS ANY SIMILAR COMPLEMENTARY ACTIVITY TO FACILITATE OR DEVELOP TRADE AND BUSINESS OF THE SOCIETY.

## CERTIFIES:

CAPITAL:

\*\* AUTHORIZED CAPITAL \*\*

VALUE:

COP\$150.000.000.00

JUAN CARLOS GONZALEZ OSORIO  
Traductor e Interpretador Oficial  
Español / Inglés / Inglés Español  
Certificado de idoneidad No. 0247

FILED

2011 JUN -8 AM 10:55

FILED

2011 JUN -8 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NUMBER OF SHARES: 150.00  
 NOMINAL VALUE: 1.000.000.00  
 \*\* SUBSCRIBED CAPITAL \*\*  
 VALUE: COP\$150.000.000.00  
 NUMBER OF SHARES: 150.00  
 NOMINAL VALUE: 1.000.000.00  
 \*\* PAID-IN CAPITAL \*\*  
 VALUE: COP\$150.000.000.00  
 NUMBER OF SHARES: 150.00  
 NOMINAL VALUE: 1.000.000.00  
 CERTIFIES:

THAT BY PARTITION PROBATIONARY SENTENCE, HANDED DOWN BY THE THIRD CIVIL COURT JUDGE OF BOGOTA CIRCUIT ON JUNE 27, 1979 IN THE PROCESS OF SUCCESSION OF VICTOR HUGO VARGAS MARTÍNEZ - REGISTERED IN THE CHAMBER OF COMMERCE ON SEPTEMBER 2, 1979 UNDER NUMBER 74756 OF BOOK IX, ALL THE SHARES THAT THE DECEASED OWNED IN THE COMPANY WERE AWARDED.

CERTIFIES:

LEGAL REPRESENTATION: PRESIDENCY. THE PRESIDENCY OF THE COMPANY WILL BE IN CHARGE OF A NATURAL PERSON OR LEGAL AUTHORIZED REPRESENTATIVE OF THE COMPANY WITHOUT LIMITATION. THE LEGAL REPRESENTATIVE OF THE COMPANY SHALL BE IN CHARGE OF ADMINISTRATIVE MANAGEMENT AND FINANCIAL OPERATIONS MANAGEMENT.

CERTIFIES:

\*\* APPOINTMENTS \*\*

THAT BY MINUTE NO. 5 OF THE SHAREHOLDERS' MEETING ON JULY 31, 2009, REGISTERED ON AUGUST 5, 2009 UNDER NUMBER 013176 66 BOOK IX, THE FOLLOWING PEOPLE WERE APPOINTED:

| NAME                               | NATIONAL IDENTIFICATION DOCUMENT |
|------------------------------------|----------------------------------|
| <b>PRESIDENT</b>                   |                                  |
| MARTÍNEZ DE VARGAS GLORIA STELLA   | C.C. 000000023750571             |
| <b>ADMINISTRATION MANAGER</b>      |                                  |
| VARGAS MARTÍNEZ DIEGO HERNÁN       | C.C. 000000079941991             |
| <b>FINANCIAL OPERATIONS MANGER</b> |                                  |
| VARGAS MARTÍNEZ CARLOS ALBERTO     | C.C. 000000080420144             |

CERTIFIES:

LEGAL REPRESENTATIVE'S POWERS. LEGAL REPRESENTATION: PRESIDENCY. THE PRESIDENCY OF THE COMPANY WILL BE IN CHARGE OF A NATURAL PERSON OR LEGAL AUTHORIZED REPRESENTATIVE OF THE COMPANY WITHOUT ANY LIMITATION AND SHALL HAVE THE FOLLOWING FUNCTIONS: TO LEGALLY REPRESENT THE COMPANY WITHOUT LIMITATION B) AUTHORIZING THE ACCEPTANCE, REMOVAL AND EXCLUSION OF SHAREHOLDERS. C) RESOLVING DISPUTES THAT ARISE BETWEEN THE BUSINESS MANAGER AND FINANCIAL OPERATIONS MANAGER. D) AUTHORIZING THE BUSINESS MANAGER AND FINANCIAL OPERATIONS MANAGER FOR ASSESSMENT AND DISPOSAL OF FIXED ASSETS OF THE COMPANY VALUED OVER 3000 CURRENT MONTHLY

JOHN CARLOS GONZALEZ GONZALEZ  
 Traductor e Interprete Oficial  
 Español / Inglés, Inglés / Español  
 Certificado de Identidad No. 0241

2011 JUN -8 AM 08:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AGE 11/12  
FILED

MINIMUM WAGES. E) AUTHORIZING THE CHANGE, MODIFICATION OR EXTENSION OF THE CORPORATE PURPOSE WHEN THERE IS A DIFFERENCE OR TECHNICAL DRAW AT THE GENERAL MEETING OF SHAREHOLDERS. F) AUTHORIZING THE TRANSFER OF SHARES WHEN A SHAREHOLDER INTENDS TO TRANSFER THEM TO PERSONS OTHER THAN EXISTING SHAREHOLDERS. THE MANAGEMENT AND LEGAL REPRESENTATION OF THE COMPANY SHALL BE ALSO IN CHARGE OF THE ADMINISTRATIVE MANAGEMENT AND OPERATIONAL AND FINANCIAL MANAGEMENT. IN ACCORDANCE WITH THE FOLLOWING POWERS AND RESPONSIBILITIES: A) JOINTLY OR SEPARATELY, MAY ENTER INTO AND PERFORM ALL ACTS AND CONTRACTS WITHIN ITS PURPOSE OR RELATING TO THE EXISTENCE AND FUNCTIONING OF THE COMPANY; B) JOINTLY OR SEPARATELY PERFORM THE LEGAL REPRESENTATION OF THE COMPANY BEFORE THE AUTHORITIES OF ANY KIND OR NATURE AND BEFORE OTHER NATURAL OR LEGAL PERSONS WITH AUTHORITY TO SETTLE, COMPROMISE, WITHDRAW AND APPEAR ON TRIALS, C) JOINTLY OR SEPARATELY, WITHIN THE RULES AND GUIDELINES ISSUED BY THE GENERAL ASSEMBLY OF SHAREHOLDERS, CONDUCT THE BUSINESS OF THE COMPANY, MONITOR THE ASSETS OF THE PARTNERSHIP, SUPERVISE TECHNICAL OPERATIONS, ACCOUNTS AND CORRESPONDENCE, D) JOINTLY OR SEPARATELY OBSERVE AND ENFORCE RULES AND REGULATIONS OF THE COMPANY; E) JOINTLY OR SEPARATELY ENTER ANY KIND OF CONTRACT CONCERNING THE CORPORATE PURPOSE, INCLUDING SALES AND LEASING OF REAL ESTATE DEPENDING ON ITS NATURE OR PURPOSE; F) JOINTLY OR SEPARATELY CREATE ALL JOBS THAT ARE NECESSARY FOR THE PROPER FUNCTIONING OF THE COMPANY, ASSIGN ROLES AND SET THEIR SALARIES, AND APPOINT THE PERSONS TO PERFORM THOSE FUNCTIONS, AS WELL AS REMOVING AND REPLACING THEM WHEN NECESSARY; G) JOINTLY OR SEPARATELY APPOINT SPECIAL AGENTS, H) JOINTLY OR SEPARATELY PARTICIPATE WITHOUT ANY RESTRICTION OR LIMITATION ON BIDDING PROCESSES AND / OR RECRUITMENT IN GENERAL MANUFACTURING AND MARKETING OF PRODUCTS AND SERVICES OF THE COMPANY, EITHER BY NATURAL OR LEGAL PERSONS, DOMESTIC OR FOREIGN NATURAL PERSONS, PUBLIC, PRIVATE OR MIXED.

PARAGRAPH 1. THE ADMINISTRATIVE AND OPERATIONAL-FINANCIAL MANAGEMENT WILL REQUIRE PRESIDENTIAL AUTHORIZATION FOR THE LEVY AND SALE OF FIXED ASSETS OF THE COMPANY THAT EXCEED 3000 MONTHLY LEGAL MINIMUM WAGES. THE ADMINISTRATIVE MANAGER AND THE OPERATIONAL-FINANCIAL MANAGER MAY ACT JOINTLY OR SEPARATELY AND SHALL SERVE THE SAME FUNCTIONS IN THE PERMANENT OR TEMPORARY ABSENCE OF ONE OF THEM. IT IS FORBIDDEN FOR THE ADMINISTRATIVE MANAGER, THE OPERATIONAL-FINANCIAL MANAGER, OR FOR ANY OTHER MANAGERS OF THE COMPANY, EITHER DIRECTLY OR THROUGH AN INTERMEDIARY, IN ANY FORM, TO OBTAIN PERSONAL LOANS BY THE COMPANY OR OBTAIN FROM THE COMPANY ANY GUARANTEE OF THEIR PERSONAL OBLIGATIONS.

JUAN CARLOS GONZALEZ OSORIO  
Interpreter Official  
Spanish / English / Ingles Español  
Certificate No. 0247

# 11000152118

## CERTIFIES:

## \*\*AUDITOR\*\*

THAT BY MINUTE NO. 4 OF THE SHAREHOLDERS' MEETING ON JULY 24, 2009, REGISTERED ON JULY 27, 2009 UNDER NUMBER 01315469 OF BOOK IX, THE FOLLOWING PEOPLE WERE APPOINTED:

| NAME                                 | NATIONAL IDENTIFICATION DOCUMENT |
|--------------------------------------|----------------------------------|
| AUDITOR<br>PELAEZ CORREA VÍCTOR RAÚL | C.C. 000000019368391             |

## CERTIFIES:

THAT THE COMPANY HAS REGISTERED THE FOLLOWING ESTABLISHMENTS:

NAME: CARROCERÍAS EL SOL  
REGISTRATION NO. 00065921 OF SEPTEMBER 4, 1975  
RENEWAL OF REGISTRATION: MARCH 15, 2011  
LAST YEAR RENEWED: 2011

## CERTIFIES:

COMPLIANT WITH LAW 962 OF 2005, THE ACTS REGISTERED HEREIN WILL BE IN FORCE FIVE (5) LABOR DAYS AFTER THE DATE OF REGISTRATION, AS LONG AS NO GOVERNMENT APPEAL IS ESTABLISHED.

\*\*\* THIS CERTIFICATE DOES NOT REPRESENT AN AUTHORIZATION FOR

\*\*\*

\*\*\*

OPERATION UNDER ANY CIRCUMSTANCES

\*\*\*

ATTENTION BUSINESSMAN, IF YOUR COMPANY HAS ASSETS OF LESS THAN 30,000 SMLMV AND A STAFF OF LESS THAN 200 WORKERS, YOU HAVE THE RIGHT TO RECEIVE A DISCOUNT ON PAYMENT OF SOCIAL SECURITY AND PENSIONS, EQUIVALENT TO 75% IN THE FIRST YEAR OF INCORPORATION OF YOUR COMPANY, OF 50% IN THE SECOND YEAR AND 25% IN THE THIRD YEAR. LAW 590 OF 2000 AND ACT 525 OF 2009.

DO NOT FORGET VISITING [WWW.SUPERSOCIEDADES.GOV.CO](http://WWW.SUPERSOCIEDADES.GOV.CO) TO CHECK IF YOUR COMPANY IS REQUIRED TO SUBMIT FINANCIAL STATEMENTS. AVOID PENALTIES.

THE SECRETARY OF THE CHAMBER OF COMMERCE,

\*\*FREE CERTIFICATE FOR REGISTERED USERS\*\*

IN ACCORDANCE WITH ACT 2150 OF 1995 AND THE AUTHORIZATION GIVEN BY THE SUPERINTENDECIA DE INDUSTRIA Y COMERCIO (SUPERINTENDECY OF TRADE AND INDUSTRY), THROUGH THE DECREE OF NOVEMBER 18 1996, THE MECHANICAL SIGNATURE BELOW IS FULLY VALID FOR ALL LEGAL PURPOSES

(Illegible signature)

# 11000152118

JUAN CARLOS BORGARZOS OSORIO  
Traductor e Interpretador Oficial  
Español / Inglés / Inglés Español  
Certificado de Idoneidad No. 0247

FILED

2011 JUN -8 AM 10:55