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Florida Department of State
Division of Corporations
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**FOREIGN PROFIT/NONPROFIT CORPORATION
ENERSE COAL C I S A S CORP.**

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**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. ENERSE COAL C I S A S 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. _____

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

(FEI number, if applicable)

4. JUNE 04, 2009

(Date of incorporation)

5. Perpetual

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

6. 15

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

7. 15619 SW 112 DR MIAMI FL 33196

(Principal office address)

(Current mailing address)

8. TRADING COMPANY

(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: PATRICIO JARAMILLO

Office Address: 15619 SW 112 DR

Miami

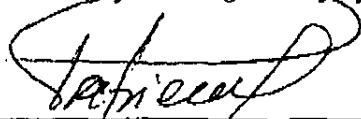
(City)

, Florida 33196

(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: PATRICIO JARAMILLOAddress: 15619 SW 112 DR.
MIAMI FL 33196Vice Chairman: ADRIANA JARAMILLOAddress: 15619 SW 112 DR
MIAMI FL 33196

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PATRICIO JARAMILLOAddress: 15619 SW 112 DR
MIAMI FL 33196Vice President: ADRIANA JARAMILLOAddress: 15619 SW 112 DR
MIAMI FL 33196

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. PATRICIO JARAMILLO

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

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Chamber of Commerce Bogota

Creditos Branch

June 30, 2011

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Certificate of existence and legal representation or document inscription

The Chamber of Commerce in Bogota, base on the record of registration certifies:

Name: Enerse Coal C I S A S

N.I.T. : 900292460-1 Administration: Sectional Address of Taxes of Bogota, Common regimen

Address: Cota (Cundinamarca)

Certifies:

Registration No: 01902515 June 4, 2009

Certifies:

Judicial notification address: KM 3.5 Autp Medellin TTCB OFC 84 C

County: Bogota D.C.

Judicial email notification: enersecoalsas@gmail.com

Commercial address: KM 3.5 Autp Medellin TTCB OFC 84 C

County: Cota (Cundinamarca)

Commercial Email: enersecoalsas@gmail.com

Certifies:

Constitution: That through a private document assembled by shareholders on May 20, 2009, registered on June 4, 2009 under number 01302711 of book IX, Enerse Coal SAS was created.

Certifies:

That through document No. 4 put together by shareholders on June 17, 2010 and registered on June 21, 2010 under number 01492835 of book IX, the company changed its name from Enerse Coal SAS to Enerse Coal C I S A S

Certifies:

Reforms:

E. P. No.	Date	Notary	City	Date	Inscription Number
1	10/2/2009	0000 Bogota D. C.		10/08/2009	01332955
4	06/17/2010	0000 Bogota D.C.		06/21/2010	01392835
	06/25/2010	0000 Bogota D.C.		06/29/2010	01394784

Validity: The duration of the society is indefinite:

Certifies:

Social object: The social object of the society will be: The commercialization and sale of Colombian products outside of the country, which have been acquired in the market or

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produced by partners of the same. Develop carbon mines by means of the acquisition of mine titles, locating prospects, exploration and exploitation of self benefit or for third parties, carry out the commercialization and sale of carbon mines, partake in the construction, development and operation of the infrastructure and equipment required during any of the stages of extraction, transportation and distribution of carbon, the administration of human resources, technological and/or furniture or real estate for the development of projects under outsourcing or any other method that implies the administration of --- for a specified outcome. Supply equipment, vehicles, tools, personnel, and any other items necessary for the development of all types of civil projects in the industries of manufacturing, exploration and exploitation of hydrocarbon and miners. The construction and exploitation of local businesses, building, apartments and necessary facilities for the lending of their services or for third parties or for users. G) The processing before civil and administrative authorities in order to obtain for self or third parties or users, construction licenses, town planning, sites and/or land lots. The investment in urban real estate and/or rural sites and the administrative acquisition, leasing, --- or --- of the same. The investment of the funds in own assets and properties won, shares, bonds, certificate of deposits, stocks, and interest earned in agreements, just as the negotiation of all types of credit rights. The participation of partnerships of shares or quotas or interest or the temporary partnership with other firms or entities. The import and export of articles and goods, to any title, for the use of it's services. The import and export of raw materials or manufactured products and industrial consumption, farming, mines, --- and manufacturing. Draw up contracts of any nature that will allow the development of a social object, with establishments of credit and insurance companies, all the operations that deal with businesses and social goods. Transfer, accept, insure, charge and negotiate items of credit. N) Hold the contract of checking account and carry out all types of financial operations with bank entities, corporations, deposit collectors or any other individual or entity that handles similar activities. Form part of other partnerships that share a similar or complimentary purpose or counseling the company or that convenient for the social business and acquire such businesses or partner with them. P) Transform into another type of legal partnership. Desist, respond, or appeal the arbitrary decisions in matters that has interest in front of third parties or shareholders or its employees and administrators. Bid nationally and internationally in order to obtain contracts and or sales with firms or with the state. Rent, sell and lend council in the management of computer programs related with a social objective. Teach courses to engineers and technical personnel or workers who work in the industries that have a social objective whether it is with own resources or those of third parties. Conduct studies of health, and the environment and negotiate with governmental authorities that correspond with the permits required to advance projects dealing with exploration and exploitation in the hydrocarbon mine industries and manufacturing in general. Design and build industrial complexes, centers of services, storage and products derived from petroleum such as camps and facilities necessary for the development of social objective. Provide maintenance services, preparation, equipment repairs and materials giving with social objective. Paragraph: Included under social objectives are the acts directly related with the activities and

those whose final objective is to enforce the rights or fulfill the legal obligations or conventionally derived existence and social activity. Likewise, transactions and investments whether or not are destined to the direct compliance of the object, have the virtue of being useful for the preservation, protection and addition of social capital such as 1. Buy/Sale or exploitation of real estate or in the city or abroad; 2) Promote, form, finance, organize and administer businesses, societies and/or associations dedicated to similar activities with social objective. 3) Form mutual contracts with or without guarantees, open, manage bank accounts, 4) Grant, negotiate, accept, endorse, discount, evaluate, protest and in general negotiate all types of mercantile or civil assets, 5) Form or participate all type of service lending contracts ^) Give or take money with or without mutual interest 7) Partner with other individuals or public or private national or international institutions 8) Build own projects or outsource third parties.

Certifies:

Capital:

		Authorized Capital
Value	:	\$30,000,000.00
No. of Shares	:	30,000.00
Nominal Value	:	\$1,000.00

		Capital Subscript
Value	:	\$15,000,000.00
No. of Shares	:	15,000.00
Nominal Value	:	\$1,000.00

		Paid Capital
Value	:	\$15,000,000.00
No. of Shares	:	15,000.00
Nominal Value	:	\$1,000.00

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Certifies:

Legal representation: The legal representation of the partnership for the shares simplified will be in charge of a general manager, shareholder or not, who will have two substitutes, the Assistant manager in Bogota and the Assistant manager in Bucaramanga, who will replace the general manager during his temporary absence, and whose term will last one year as established by the shareholders. The duties of the legal representative will end in the event of resignation or revocation by the shareholder assembly.

Certifies:

****Appointments****

By Act No. 1 of the Shareholder Assembly on October 2, 2009, registered on October 20, 2009 under number 01334992 of book IX, was appointed

Name	Identification
General Manager Romero Rodriguez Ulpiano	C. C. 000000019240453
That by Act No. 10 of the shareholder assembly on March 28, 2011, registered on April 8, 2011 under number 01468791 of book IX, was appointed	

Name	Identification
Assistant Manager Bogota Vento Morales Diana Marsela	C. C. 000001077920160
That by Act No. 1 of the shareholder assembly on October 2, 2009, registered on October 20, 2009 under number 01334992 of book IX, was appointed	

Name	Identification
Assistant Manager Bucaramanga Pinto Jimenez Franklin Hugo	C.C. 000000005689910

Certifies:

Qualities of the legal representative: The partnership will be managed, administered and represented legally before third parties by the legal representative, who will have no restrictions by contract. Thereby, it is understood that the legal representative will be able to form or execute all acts and contracts understood to have social objectivity or that deal directly with the existence and functionality of the partnership. The back up legal representatives have limited expenditure authority up to fifty minimum monthly salaries. The legal representative will have maximum authority to act in all circumstances on behalf of the partnership, with the exception of set forth by the shareholders. When dealing with third parties, the partnership will be obliged to honor contracts formed by the legal representative. It is forbidden for the legal representative and or any other administrator of the partnership to obtain under any circumstance loans or guarantees under the name of the partnership for personal gain. The shareholder assembly analyses any makes changes to the partnerships regulations and approves all changes with unanimity.

Certifies:

Conforming with the established law 962 of 2005, the documents here fore registered and certified are binding five (5) business days from the date of registration, as long as they are not a resource of the government.

***The following certificate does not allow permission**
*** functioning in any case****

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Chamber of Commerce Bogota

Creditos Branch

June 30, 2011

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Mister investor, if your company has a net worth of less than 30,000 SMLMV and a plant with personnel of less than 200 employees, you have the right to receive a discount in the payment of 75% in the first year of the establishment of the business, 50% discount in the second year and 25% in the third year. Law 590 from 2000 and 525 from 2009.

Remember to go to www.supersociedades.gov.co to verify if your company must submit financial statements. Avoid sanctions.

The secretary of the Chamber of Commerce,
Value: \$3,700

Conforming with statute 2150 from 1995 and the authority set forth by the superintendence of industry and commerce, during November 18, 1996, the electronic signature that appears below has full validity for all legal acts.

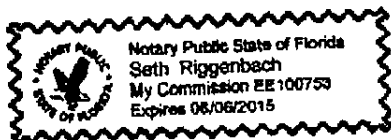
SIGNATURE

TRANSLATION DONE BY
Cristina Jaramillo

State of Florida
County of miami-dade
On this 25th day of July
before me personally appeared
Cristina Jaramillo
to me known to be the person who executed the
foregoing instrument, and acknowledged that he
executed the same as his free act and deed.

SEAL (signed)

Notary Public



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