

Florida Department of State
Division of Corporations
Public Access System

11/23/04

**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. QUEBRADA DE LA CRUZ SOCIEDAD ANONIMA, INC

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. COSTA RICA Applied For

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

(FEI number, if applicable)

4. MARCH 17, 1993 5. 99 YEAR

(Date of incorporation)

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEC SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 3899 NW 7TH ST. #203 MIAMI FL 33126

(Principal office address)

3899 NW 7TH ST. #203 MIAMI FL 33126

(Current mailing address)

8. PURCHASE OF LAND @ SALES LAND

(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 or Mail Drop Box NOT acceptable)

Name: JOSE NAE

Office Address: 3899 NW 7TH ST #203
MIAMI FL 33126 Florida 33126

(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.

Jose Nae

(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.

APPROVED
AND
FILED

06 FEB - 2 PM '93

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

A. DIRECTORS

Chairman: ANDRE GLUMA

Address: 3899 NW 7TH ST # 203 MIAMI FL 33126

Vice Chairman: VILMA EUGENIA ROJAS VARGAS

Address: 3899 NW 7TH ST # 203 MIAMI FL 33126

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: VILMA EUGENIA ROJAS VARGAS

Address: 3899 NW 7TH ST # 203 MIAMI FL 33126

Vice President: _____

Address: _____

Secretary: VILMA EUGENIA ROJAS VARGAS

Address: _____

Treasurer: _____

Address: _____

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

13. Vilma E Rojas Vargas

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VILMA E. ROJAS VARGAS VICE CHAIRMAN

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

President

RECEIVED
JUL 10 1997

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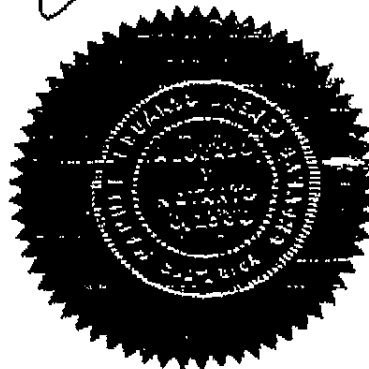
APPROVE
AND
FILE

Manuel Eduardo Brenes Camacho

Abogado y Notario

MANUEL EDUARDO BRENES CAMACHO, ABOGADO Y NOTARIO PÚBLICO, CERTIFICA, que de conformidad con la inscripción que aparece en la Sección Mercantil del Registro Público de Costa Rica, tomo 217, página 97, asiento 85, la sociedad denominada **"QUEBRADA DE LA CRUZ SOCIEDAD ANÓNIMA"**, con cédula jurídica número 3-101-042790, aparece debidamente inscrita y tiene vigencia durante noventa y nueve años contados a partir del seis de febrero de mil novecientos ochenta en que fue constituida. De acuerdo a las leyes y costumbres en este país, esa sociedad no requiere renovación anual, teniendo vigencia durante todo el lapso indicado. En la Junta Directiva de esa compañía se desempeñan la señorita **VILMA EUGENIA ROJAS VARGAS**, cédula 4-110-027 como Vicepresidente y el Notario que emite esta certificación como Secretario. En fe de todo ello expido este documento en San José, Costa Rica, a las catorce horas del veintitrés de enero del año dos mil cuatro.

Manuel Eduardo Brenes Camacho



NATIONAL REGISTRY
SAN JOSE, COSTA RICA

No. 119011

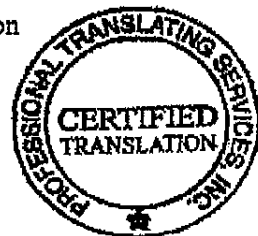
[three cancelled Costa Rican documentary tax stamps]

F.M.	S.A. 42,790	QUEBRADA DE LA CRUZ S.A.
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MERCANTILE Vol. 217 Fo. 97 Entry 85 Constitution

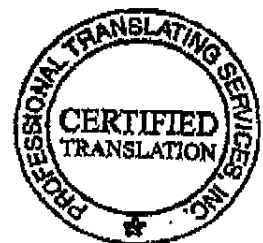
ENTRY No. 85

1



[truncated] three the seventeenth day of March, nineteen hundred ninety-three, and Volume three hundred twenty-two of the Journal.—Fees: one hundred Colones.
 /signed/.—Mr. ANDRE GLUMA, of legal age, married once, a Belgian citizen, bearer of a passport of that nationality, in transit here, residing currently at Hotel [illegible], a businessman, who does not use a second last name by reason of his nationality, and Miss VILMA EUGENIA ROJAS VARGAS, of legal age, single, a secretary, a resident of Santo Domingo de Heredia, Identity Card four-one hundred ten-zero twenty-seven, they state: that between them there is no relation of kinship, that they hereby constitute a joint stock company that shall be governed by the provisions of the Code of Commerce and, in addition, by the following clauses: FIRST: ON THE NAME: This corporation shall be

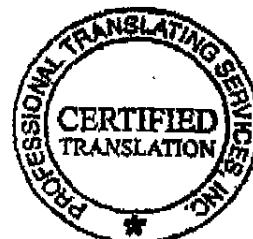
of the fiscal year, and they shall meet in special session whenever called by the Chairman of the Board of Directors or his substitute, and in this call the agenda thereof shall be set forth. The call may be waived whenever one hundred percent of the capital stock thereof is present and represented, and it is so resolved, noting said circumstance in the appropriate minutes, which must be signed by all the shareholders thereof in that event. The shareholders' meetings may be held in the company's domicile. EIGHTH: ON THE POWERS OF THE GENERAL SHAREHOLDERS' MEETINGS: A) Appoint the administrators and revoke their appointments as may be appropriate; B) Fill the temporary or permanent vacancies in the Board of Directors; C) Resolve about the merger of the corporation with another(s); D) Dissolve the corporation in advance; E) Appoint liquidators; F) Discuss the Bylaws; G) The other powers pursuant to law, or to these articles. NINTH: OF THE ADMINISTRATION: Corporate business shall be administered by a Board of Directors comprised of three members that shall be the Chairman, the Vice President and the Secretary, holding office for the corporate duration. The in and out of court representation of the company shall be vested in the Chairman, the Vice President and the Secretary, with the powers of general attorneys-in-fact without limitations as to amount, with the powers indicated by Article one thousand two hundred fifty-five of the Civil Code, being able to act jointly or separately. The Board of Directors shall hold a regular meeting every six months and in special session whenever called by the Chairman or the Vice Chairman. Their meetings may be held in the company's domicile and there shall be a quorum whenever at least two of its members are present. Its resolutions shall be valid when adopted by a majority of those present, and in the event of a tie the person acting as Chairman shall cast the deciding vote. The Board of Directors shall keep a book in which shall be entered the minutes of their sessions and their date, and the number of those in attendance, indicating



whether the resolutions are unanimous or by majority; the minutes shall be signed by the Chairman or his substitute. Shareholders or persons alien to the company may be members of the Board of Directors, and the Chairman and the Vice Chairman are expressly authorized to grant general, judicial or special powers-of-attorney to the person(s) that they deem necessary with the limitations and restrictions considered timely. TENTH: ON PROFITS AND LOSSES AND LEGAL RESERVE: Whatever reserve is deemed appropriate by the [General Shareholders'] Meeting shall be separated from the liquid annual profits upon the recommendation of the Board of Directors; the remainder, if any, shall be distributed in dividends in proportion to the shares of each shareholder; in the same way the losses shall be adjudicated, if any. ELEVENTH: ON THE OVERSIGHT OF THE CORPORATION: The oversight of the company shall be vested in an Inspector appointed by resolution of the Shareholders' Meeting, the appointment thereof being effective for the entire duration thereof and the post shall be governed in conformity with the provisions of the Seventh Section, First Book of the Commercial Code. TWELFTH: ON THE DISSOLUTION OF THE CORPORATION: The company shall be dissolved by the expiration of the duration thereof, or whenever any of the causes provided by Article two hundred one of the Commercial Code are produced. Once the dissolution thereof is resolved, the Shareholders' Meeting, with its legal quorum, shall proceed to the appointment of a liquidator that shall liquidate the assets thereof. The grantors hereof are constituted in a General [Shareholders'] Meeting, and by a unanimity of votes resolve and declare the following firm: a) approve the bylaws and hold the corporation as finally organized as of the said date; b) the following appointments are made for the period that begins on the aforementioned date: CHAIRMAN: the shareholder Gluma; SECRETARY: the authorizing Notary Public below, of legal age, married twice, residing in Santa Ana, [Identity] Card nine-zero zero



one-four hundred eleven, who shall not be paid a salary, per diem or remuneration for the performance of his office, VICE CHAIRMAN: the shareholder Rojas, and as INSPECTOR: Miss MARGARITA HERNANDEZ EOLANOS is hereby appointed, of legal age, married once, an auditor, residing in San Pedro de Montes de Oca, Barrio Los Yoses, bearer of Identity Card number one-one hundred ninety-nine-two hundred eighty-one. All the aforementioned accept their offices and enter the same. THIS IS RECORDED in an instrument granted in San José, at eight a.m. on February six, nineteen hundred eighty, before the Notary Public Manuel Eduardo Brenes Camacho; in accordance with notary proceedings submitted to this Registry at eleven fifty-eight a.m. on February twenty-nine of this year; under Entry ten thousand eighty of Volume three hundred twenty-two of the Journal. The notice thereof was public on February twenty-seven of this year. San José, April twenty-one, nineteen hundred eighty. FEES: two hundred Colones. /signed/



H04000023620 3

REGISTRO NACIONAL
SAN JOSE, COSTA RICA

ESPACIO PARA TIMBRE



119011

In

No. de Finca:

Copia

Copia Certificada

Tomo:

Copia Sociedades

Asiento:

Copia Sociedad Certificada

Nombre de la Sociedad:

No. Cédula Jurídica:

Movimiento:

REGISTRO DE BIENES Y
NULO SIN BOLETO
CON TIMBRES
DEPARTAMENTO DE
SECCION

H04000023620 3

F.H.	S.A. 42.790	QUEBRADA DE LA CRUZ S.A.
MERCANTIL. T 117 F 97 As. 80 Constitución.		

REGISTRO
NULO SIN BOL
CON TIMBRES
DEPARTAMENTOS DE
EXCCICION

[illegible]

CERTIFICATE OF COMPETENCE AND ACCURACY

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, a Notary Public in and for the State of Florida at large personally appears Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc. who after being duly sworn, hereby certifies that he is competent in both the SPANISH and the English languages, and that this is a true and accurate translation of the attached document consisting of TEN pages.



Dr. Luis A. de la Vega
for Professional Translating Services, Inc.

State of Florida
County of Miami-Dade

Sworn and subscribed this 19TH day of JANUARY, 2004
by Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc., who is personally known to me.



Notary Public
State of Florida at large

My commission expires:

