

FD500 00002980

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

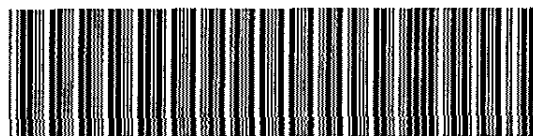
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W05-23870

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05 MAY 16 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Brumley MAY 19 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Heritage Commercial Corp.
(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," 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:

Juan Aguirre
(Name of Person)

Heritage Commercial Corp.
(Firm/Company)

1380 NE Miami Gardens Drive, #130
(Address)

North Miami Beach, FL 33179
(City/State and Zip code)

For further information concerning this matter, please call:

Juan Aguirre at (305) 354-7519
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 11, 2005

JUAN AGUIRRE
HERITAGE COMMERCIAL CORP.
1380 NE MIAMI GARDENS DR, #130
NORTH MIAMI BEACH, FL 33179

SUBJECT: HERITAGE COMMERCIAL CORP.
Ref. Number: W05000023820

We have received your document for HERITAGE COMMERCIAL CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 005A00033698

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RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. Heritage Commercial 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. Florida 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/8/2002 5. "Perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/3/2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1380 NE Miami Gardens Drive #130, N.M.B., FL 33179
(Principal office address)

1380 NE Miami Gardens Drive #130, N.M.B., FL 33179
(Current mailing address)

8. Real Estate Investment
(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)

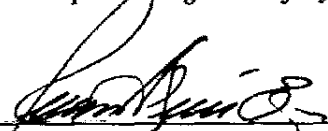
Name: Juan Aguirre

Office Address: 1380 NE Miami Gardens Drive, #130
North Miami Beach, Florida 33179
(City) (Zip code)

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05 MAY 16 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

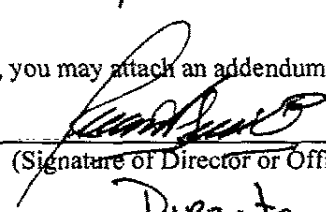
~~Chairman:~~ Juan Aguirre
Address: El Dorado, Galeria Miami #13
Panama, Rep of Panama
Director ~~Vice Chairman:~~ Milton Erasmo Chambonett Lemos
Address: El Dorado, Galeria Miami #13
Panama, Rep. de Panama
Director: Raul Elias Berrio Castillo
Address: El Dorado, Galeria Miami #13
Panama, Rep de Panama
Director: Felipe Bulgin Ortega
Address: El Dorado, Galeria Miami #13
Panama, Rep de Panama

B. OFFICERS

President: Milton Erasmo Chambonett Lemos
Address: El Dorado, Galeria Miami #13
Panama, Rep. de Panama
Vice President: Raul Elias Berrio Castillo
Address: El Dorado, Galeria Miami #13
Panama, Rep. de Panama
Secretary: Felipe Bulgin Ortega
Address: El Dorado, Galeria Miami #13, Panama, Rep. de Panama
Treasurer: Raul Elias Berrio Castillo
Address: El Dorado, Galeria Miami #13, Panama, Rep. de Panama

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)
14. Director
(Typed or printed name and capacity of person signing application)



REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA

No. 27754
Page 1
// ELQUI //

CERTIFIES
IN VIEW OF REQUEST- 862457

THAT THE CORPORATION

HERITAGE COMMERCIAL CORP.
IS REGISTERED IN MICROJACKET: 417121 DOC.: 347606 SINCE THE
FOURTEENTH OF MAY OF TWO THOUSAND TWO,

- THAT THE CORPORATION IS IN EFFECT

- THAT ITS DIRECTORS ARE:

- 1- MILTON ERASMO CHAMBONETT LEMOS
- 2- RAUL ELIAS BERRIO CASTILLO
- 3- FELIPE BULGIN ORTEGA

- THAT ITS OFFICERS ARE:

| | |
|----------------|--------------------------------|
| PRESIDENT | MILTON ERASMO CHAMBONETT LEMOS |
| VICE-PRESIDENT | RAUL ELIAS BERRIO CASTILLO |
| TREASURER | RAUL ELIAS BERRIO CASTILLO |
| SECRETARY | FELIPE BULGIN ORTEGA |

- THAT THE LEGAL REPRESENTATION SHALL BE EXERCISED BY THE
PRESIDENT. IN HIS DEFFECT, BY ABSENCE OR SIMPLE INCAPACITY, IT SHALL
BE THE VICEPRESIDENT

- THAT ITS RESIDENT AGENT IS: TAPIA, LINARES & ALFARO

- THAT ITS CAPITAL IS OF **** 100,000.00 US DOLLARS

- THAT ITS DURATION IS PERPETUAL

- THAT ITS DOMICILE IS PANAMA.

ISSUED AND SIGNED IN THE PROVINCE OF PANAMA, ON THE TWENTY-FIFTH OF
APRIL OF TWO THOUSAND FIVE, AT 03:42:14 P.M.

NOTE- THIS CERTIFICATION PAID THE TAX STAMP FOR AN AMOUNT OF B/.30.00
VOUCHER NO. 862457

CERTIFICATE NO.: S. ANONIMA - 647898

DATE- Monday, April 25, 2005

(SGD. THERE APPEARS AN ILLEGIBLE SIGNATURE)
LUIS CHEN
CERTIFIER

// ELQUI //

(SEAL OF THE OFFICE OF THE PUBLIC REGISTRY---REPUBLIC OF PANAMA)

=====

THE FOREGOING IS A TRANSLATION INTO ENGLISH OF THE DOCUMENT IN
SPANISH, WHICH WAS PRESENTED TO ME.
PANAMA, APRIL 26, 2005

ELSA E. CALLAÑA
Traductor/Intérprete Público
Autorizado
Authorized Public Translator
Regist. No. 26



REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA No. 27754

PAG. 1
// ELQUI //

C E R T I F I C A

CON VISTA A LA SOLICITUD 862457

QUE LA SOCIEDAD :

HERITAGE COMMERCIAL CORP.

SE ENCUENTRA REGISTRADA LA FICHA 417121 DQC. 347606 DESDE EL
CATORCE DE MAYO DE DOS MIL DOS ,

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS DIRECTORES SON:

- 1 -> MILTON ERASMO CHAMBONETT LEMOS
- 2 -> RAUL ELIAS BERRIO CASTILLO
- 3 -> FELIPE BULGIN ORTEGA

- QUE SUS DIGNATARIOS SON:

| | | |
|-----------------|---|--------------------------------|
| PRESIDENTE | : | MILTON ERASMO CHAMBONETT LEMOS |
| VICE-PRESIDENTE | : | RAUL ELIAS BERRIO CASTILLO |
| TESORERO | : | RAUL ELIAS BERRIO CASTILLO |
| SECRETARIO | : | FELIPE BULGIN ORTEGA |

- QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE EN SU DEFECTO, POR AUSENCIA O SIMPLE INHABILIDAD LO SERA
EL VICEPRESIDENTE.

- QUE SU AGENTE RESIDENTE ES: TAFIA, LINARES Y ALFARO

- QUE SU CAPITAL ES DE *****10,000.00 DOLARES AMERICANOS.

- QUE SU DURACION ES PERPETUA

- QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL VEINTICINCO DE ABRIL
DEL DOS MIL CINCO A LAS 03:42:14, P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS
POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 862457

NO. CERTIFICADO: S. ANONIMA - 647898

FECHA: Lunes 23, Abril DE 2005

LUIS CHEN
CERTIFICADOR



Heritage Commercial Corporation Special Power Of Attorney

I, Milton Erasmo Chambonet, adult, male, residing in the city of Panama, Republic of Panama. Holder of Identification card Number 8-351-203, and acting as President of Heritage Commercial Corporation, a Corporation established according to the laws of the Republic of Panama, registered under record number 417121, document number 347606, from in the microfiche in the Public Registry.

By way of this letter on behalf of Heritage Commercial Corporation, I grant a Special Power of Attorney to Mr. Juan Aguirre E. as Assistant to the President, adult, male from the Country of Panama, residing in the City of Panama, Republic of Panama and holder of identification card number 8-147-263;

This Special Power of Attorney given to Juan Aguirre E to represent Heritage Commercial Corporation in the following:

- 1) To sign any and all documents necessary to finalize and close the sale of Professional Center, S.A.'s asset, which is an Office Building, located at 1380 N.E. Miami Gardens Drive, North Miami Beach, Florida, 33179.
- 2) Open on behalf of Heritage Commercial Corporation, any bank accounts as needed to conduct the business and affairs of Heritage Commercial Corporation in the United States of America. Mr. Juan Aguirre E. is authorized to sign any and all documents needed to open the Bank account.

Signed in Duplicate in Panama', Republic of Panama' on this 22nd day of April, 2005



Milton Erasmo Chambonet Lemos
President
Heritage Commercial Corporation