

Panama Canal Water Inc.

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-01/10/00--01092--010
*****78.75 *****78.75

January 7, 2000

VIA: UPS Overnight Mail 1.7.2000

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Application to Transact Business in Florida

Dear Sir/Madam:

We hereby request your approval of the application enclosed for the above-referenced purpose, attached are the documents as requested in same:

- Transmittal Letter
- Application by Foreign Corporation for Authorization to Transact Business in Florida (2 pages)
- Original Certificate of Existence, issued on December 29, 1999 in Panama City, Panama.
- The translation from Spanish to English of the certificate of Existence sealed by a certified Public Translator; dated January 5, 2000.
- Check No. 1561 dated January 7, 2000, in the amount of \$78.75 to cover the \$70 application fee and the \$8.75 for the Certificate of Status.

FILED
00 JAN 10 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/13

Kindly expedite this form as soon as possible and return to 7469 SW 50 Terrace, Second Floor, Miami, Florida 33155. If you have any questions, do not hesitate to contact us at 305-666-9703 by phone, or 305-666-7409 by fax, or by email at smint6414@aol.com.

We thank you in advance for your assistance in this matter.

Sincerely,


William S. Martínez
PANAMA CANAL WATER INC.

U.S.A.: 7469 S.W. 50 Tr., Miami, FL 33155 • Ph.: (305) 225-6414 Fax: (305) 667-4989
Panamá: Vía Porras, Edificio EDMA 196 • Apartado 1722, Zona 1 Panamá • Tel.: (507) 226-9901 Fax: (507) 226-9903
E-Mail: mail@panamacanalwater.com • www.panamacanalwater.com

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PANAMA CANAL WATER 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", 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:

MR. JORGE L. MARTINEZ
(Name of Person)

PANAMA CANAL WATER INC
(Firm/Company)

7469 S.W. 50th TERRACE 2
(Address)

MIAMI, FLA. 33155
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Violet Bianchi
Jorge Martinez at (305) 667-3808
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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. Panama Canal Waterz, Inc.
2. Panama
3. Applied For
4. April 6, 1999
5. Perpetual
6. N/A
7. 7469 SW 50 terrace, 2nd floor Miami, FL 33155

8. Engage in sale of items or
(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: Jorge Martinez
Office Address: 7469 SW 50 TR 2nd Floor Miami, FL Florida, 33155

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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.

[Signature]
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Juan Montes
Address: Calle C, San Isidro, Sector F, No. F-13
Ciudad de Panama, Republica de Panama

Vice Chairman: Luz Quintanar
Address: Casa No. 1-39, Calle A, Villa Guadalupe
San Miguelito, Cd. de Panama, Rep. Panama

Director: Luis Gomez
Address: Ave. A, San Felipe, Casa 7-41, Cto. No. 5
Ciudad de Panama, Republica de Panama

Director: _____
Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Juan Montes
Address: Calle C, San Isidro, Sector F, No. F-
Ciudad de Panama, Rep. de Panama

Vice President: Luz Quintanar
Address: Casa No. 1-39, Calle A, Villa Guadalupe
San Miguelito, Cd. de Panama, Rep. de Panama

Secretary: Luis Gomez
Address: Ave A., San Felipe, Casa 7-41, Cto. No. 5
Ciudad de Panama, Rep. de Panama

Treasurer: _____
Address: _____

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TALLAHASSEE FLORIDA

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

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

14. JUAN MONTES, President
(Typed or printed name and capacity of person signing application)

TUSR

GENE

PAG: 1

EL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD: 408340

CERTIFICADA

QUE LA SOCIEDAD:

PANAMA CANAL WATER INC.

SE ENCUENTRA REGISTRADA EN LA FICHA: 359866 ROLLO: 66021 IMAGEN: 22

DESDE EL QUINCE DE ABRIL DE MIL NOVECIENTOS NOVENTA Y NUEVE,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1) JUAN MONTES
- 2) LUZ QUINTANAR
- 3) LUIS GOMEZ

QUE SUS DIGNATARIOS SON:

PRESIDENTE	:	JUAN MONTES
TESORERO	:	LUZ QUINTANAR
SECRETARIO	:	LUIS GOMEZ

QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE Y EN SU AUSENCIA LO SERA EL TESORERO.

QUE SU AGENTE RESIDENTE ES: SHIRLEY Y ASOCIADOS

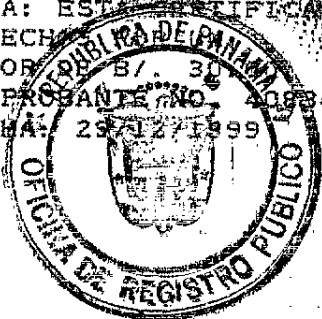
QUE LA DIRECCION DEL AGENTE RESIDENTE ES EDIFICIO ARANGO ORILLAC, TERCER PISO, CALLE 54 NUEVA URBANIZACION OBARRIO, PANAMA, REPUBLICA DE PANAMA.

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTINUEVE DE DICIEMBRE DE MIL NOVECIENTOS NOVENTA Y NUEVE, A LAS 03:31:41. P.M.

00 JAN 10 AM 8:12
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTA: ESTE CERTIFICACION PAGO

DERECHO
 VALOR \$1.30
 COMPROMISANTE NO. 408340
 FECHA: 29/12/1999



[Handwritten signature]
 YRA. G. DE WILLIAMS
 CERTIFICADOR

TRANSLATION
THE PUBLIC REGISTRY
IN VIEW OF REQUEST: 408340



29/12/1999

CERTIFIES:

That the corporation **PANAMA CANAL WATER INC.** is registered at Filing Card: 359866, Reel: 65021, Frame: 22, since April fifteen of nineteen ninety nine.

That the corporation is in good standing.

That its directors are:

1. JUAN MONTES
2. LUZ QUINTANAR
3. LUIS GOMEZ

That its officers are:

PRESIDENT: - JUAN MONTES
TREASURER: - LUZ QUINTANAR
SECRETARY: - LUIS GOMEZ

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That the Legal Representation shall be exercised by: The President and in his absence, by the Treasurer.

That its Resident Agent is SHIRLEY & ASSOCIATES.

That the Resident Agent's address is Arango Orillac Building, Third Floor, 54th Street, Nueva Urbanizacion Obarrio, Panama, Republic of Panama.

Issued and signed in the City of Panama, on December twenty nine of nineteen ninety-nine at 03-31-41.1 P.M.

NOTE: This certification paid stamp taxes in the amount of B/.30.00 - Voucher No. 408340 - Date: 29/12/1999.

(sgd.) illegible - MAYRA G. DE WILLIAMS - CERTIFIER

There is a rubber seal which reads: Republic of Panama – Public Registry Office.

APOSTILLE -- (Convention de La Haye du 5 octobre 1961) -- 1. Country Panama -
- The present public document -- 2. has been signed by MAYRA WILLIAMS -- 3. who acted in his capacity as CERTIFIER -- 4. and is invested of the seal/stamp of -30.00- CERTIFIED -- 5. in Panama -- 6. on 4-JAN-2000 -- 7. by Administrative Directorate -- 8. Number 0033 -- 9. Seal/stamp \$2.00 -- 10. Signature: Inocencia Vásquez.

There is a seal which reads: This authentication does not imply responsibility with regard to the content of the document.

There is a rubber seal which reads: MINISTRY OF GOVERNMENT AND JUSTICE- Panama, R. de Panama -- This document bears stamp taxes for the amount of B/.2.00 of the Republic of Panama.

THE ABOVE IS A TRUE TRANSLATION FROM THE ORIGINAL PRESENTED TO ME IN THE SPANISH LANGUAGE.

