

# F00000002880

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MEGA GROUP A.V.V., an Aruba Exempt Corporation  
(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:

Carroll L. Payne

(Name of Person)

Law Offices of Carroll L. Payne

(Firm/Company)

6075 S.W. 72 Street, Suite 400

(Address)

Miami, Florida 33143

(City/State/Zip)

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

Carroll L. Payne

(Name of Person)

at ( 305 ) 661-7900

(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

FILED  
00 MAY 17 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-05/17/00--01068--002  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

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Name	OK
Available	OK
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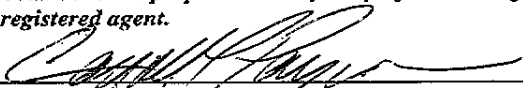
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. MEGA GROUP A.V.V., an Aruba Exempt Corporation  
(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. ARUBA 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 3, 1991 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. As soon as the corporation receives authority to transact business  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. % Giulio Desiderio  
15300 S.W. 87 Court, Miami, Florida 33157  
(Current mailing address)
8. See the Extract from The Aruba Chamber of Commerce and Industry  
(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: Carroll L. Payne
- Office Address: 6075 S. W. 72 Street, Suite 400  
Miami, Florida, 33143  
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

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

Chairman: Giulio Desiderio  
Address: A. Guidi Street, No. 8  
Padova, Italy

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Raul F. Usandivaras  
Address: Bartolome Mitre Street NO. 274  
Salta - Republic of Argentina

Director: Alfredo E. Boden  
Address: General Guemes Street, No. 281  
Salta - Republic of Argentina

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

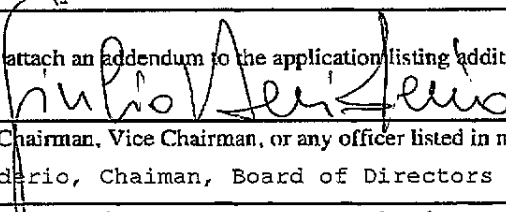
President: Giulio Desiderio  
Address: A. Guidi Street No. 8  
Padova, Italy

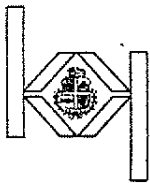
Vice President: s Raul F. Usandivaras Alfredo E. Boden  
Address: Bartolome Mitre Street No. 274 General Guemes Street No. 281  
Salta - Republic of Argentina Salta - Republic of Argentina

Secretary: Giulio Desiderio  
Address: A. Guidi Street No. 8  
Padova, Italy

Treasurer: Giulio Desiderio  
Address: A. Guidi Street No. 8  
Padova, Italy

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)  
14. Giulio Desiderio, Chairman, Board of Directors  
(Typed or printed name and capacity of person signing application)



# Aruba Chamber of Commerce and Industry

Serial number: 12132.0  
Date: 10-05-2000  
Time: 13:00:09  
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Appearing in the Trade Register of the Chamber of Commerce and Industry in ARUBA since 3 SEPTEMBER 1991 under serial number 12132.0 is the company with the tradename:

## MEGA GROUP A.V.V.

Business address : CAYA G.F. (BETICO) CROES 85 ORANJESTAD  
Legal form : ARUBA EXEMPT CORPORATION  
Name of the company : MEGA GROUP A.V.V.  
Statutory seat : ARUBA  
Date of incorporation : 3 SEPTEMBER 1991

Authorized capital : US DOLLAR 5,000,000.00  
Issued capital : US DOLLAR 2.00  
Paid up capital : US DOLLAR 2.00  
Fiscal Year : 01 JANUARY thru 31 DECEMBER

### DIRECTORS--AUTHORIZED PERSONS OR CORPORATE BODIES--SUPERVISORY BOARD:

ABN AMRO TRUST COMPANY (ARUBA) N.V.;

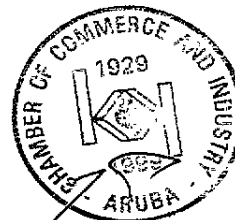
Established at : CAYA G.F. BETICO CROES 85, ORANJESTAD, ARUBA;  
Position : MANAGING DIRECTOR  
Since : 26 APRIL 2000  
Authority : FULL

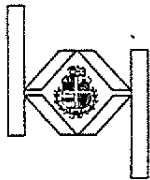
USANDIVARAS, RAUL FELIX;

Residing in : BARTOLOME, UITRE , ST-SALTA, ARGENTINA;  
Born in : SANTA FE, ARGENTINA on 16 DECEMBER 1961  
Nationality : ARGENTINE  
Position : MANAGING DIRECTOR  
Effective : 26 APRIL 2000  
Authority : FULL

DESIDERIO, GUILIO;

Residing in : A. GUIDI ST. 8, PADOVA, ARGENTINA;  
Born in : PIOVE DI SACCO, ITALY on 15 DECEMBER 1951  
Nationality : ITALIAN  
Position : MANAGING DIRECTOR  
Effective : 26 APRIL 2000  
Authority : FULL





# Aruba Chamber of Commerce and Industry

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**BODEN, ALFREDO EDUARDO;**

Residing in : GENERAL GUEMES 281, ST-SALTA, ARGENTINA;  
Born in : SALTA, ARGENTINA on 23 JULY 1956  
Nationality : ARGENTINE  
Position : MANAGING DIRECTOR  
Effective : 26 APRIL 2000  
Authority : FULL

**MANACOR (ARUBA) N.V.;**

Established at : CAYA G.F. (BETICO) CROES 85, ORANJESTAD, ARUBA;  
Position : REGISTERED AGENT  
Since : 26 APRIL 2000  
Authority : FULL

**OBJECTIVE(S) OF THE COMPANY:**

1A. TO INVEST ITS ASSETS IN SECURITIES, INCLUDING SHARES AND OTHER CERTIFICATES OF PARTICIPATION AND BONDS, AS WELL AS IN OTHER INTERESTBEARING CLAIMS HOWEVER DENOMINATED AND IN ANY AND ALL FORMS;

B. TO ACQUIRE:

I. REVENUES, DERIVED FROM THE ALIENATION OR LEASING OF RIGHT TO USE COPYRIGHTS, PATENTS, DESIGNS, SECRET PROCESSES OR FORMULAE, TRADEMARKS AND OTHER ANALOGOUS PROPERTY;

II. ROYALTIES, INCLUDING RENTALS, IN RESPECT OF MOTIONS PICTURE FILMS OR FOR THE USE OF INDUSTRIAL, COMMERCIAL OR SCIENTIFIC EQUIPMENT, AS WELL AS RELATING TO OPERATION OF MINE OR QUARRY OR OF ANY OTHER EXTRACTION OF NATURAL RESOURCES AND OTHER IMMOVABLE PROPERTIES;

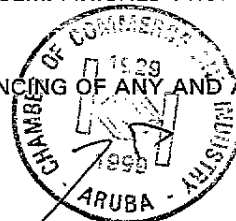
III. CONSIDERATIONS PAID FOR TECHNICAL ASSISTANCE;

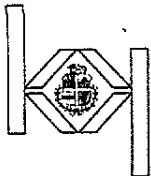
C. TO INVEST ITS ASSETS DIRECTLY OR INDIRECTLY IN REAL PROPERTY AND RIGHTS, TO ACQUIRE, OWN, HIRE, LET, LEASE, RENT, DIVIDE, DRAIN, RECLAIM, DEVELOP, IMPROVE, CULTIVATE, BUILD ON, SELL OR OTHERWISE ALIENATE, MORTGAGE OR OTHERWISE ENCUMBER REAL PROPERTY AND TO CONSTRUCT INFRASTRUCTURAL WORKS LIKE ROADS, PIPES AND SIMILAR WORKS ON REAL ESTATE;

D. TO GUARANTEE OR OTHERWISE SECURE, AND TO TRANSFER IN OWNERSHIP, TO MORTGAGE, TO PLEDGE OR OTHERWISE ENCUMBER ASSETS AS SECURITY FOR THE OBLIGATIONS OF THE MONEY AND FOR THE OBLIGATIONS OF THIRD PARTIES, WITH OR WITHOUT CONSIDERATION;

E. TO TRADE WHICH INCLUDES WHOLESALE, INTERMEDIATE TRADE AND THE FUTURES DEALINGS AND ALSO THE IMPORT AND EXPORT OF RAW MATERIALS, METALS, MINERALS, ORGANIC SUBSTANCES, SEMI-FINISHED PRODUCTS AND FINISHED PRODUCTS OF WHATEVER NATURE AND UNDER WHATEVER NAME;

F. TO ACT AS FINANCE COMPANY AND AS INTERMEDIARY IN THE REALIZATION OF FINANCING OF ANY AND ALL KINDS OF TRANSACTIONS;





# Aruba Chamber of Commerce and Industry

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G. TO CONDUCT A REINSURANCE AND INSURANCE COMPANY, WITH THE EXCEPTION OF AN LIFE INSURANCE COMPANY, INCLUDING THE INSURANCE AND THE CLOSING OF GUARANTEE CONTRACTS, AS WELL AS THE PERFORMING OF ALL TRANSACTIONS THAT ARE RELATED TO THE FOREGOING OR THAT MAY BE USEFUL OR NECESSARY FOR THE MANAGEMENT OF THE MENTIONED COMPANY.

2. THE CORPORATION MAY NOT BE ACTIVE AS A CREDIT INSTITUTION OR CREDIT ASSOCIATION AS REFERRED TO IN THE BANK AND CREDIT SYSTEM SUPERVISION ACT. THE CORPORATION MAY NOT PARTICIPATE IN THE ARUBAN COMMERCIAL TRAFFIC, EXCEPT FOR THOSE TRANSACTIONS WHICH ARE NECESSARY TO HAVE AN OFFICE IN ARUBA.

3. THE CORPORATION IS AUTHORIZED TO DO ANY AND ALL THINGS THAT MAY BE USEFUL OR NECESSARY FOR THE ATTAINMENT OF ITS OBJECTS, OR THAT IS CONNECTED THEREWITH IN THE WIDEST SENSE OF THE WORD, INCLUDING THAT PARTICIPATION IN ANY OTHER VENTURE OR CORPORATION, AS WELL AS THE PERFORMANCE OF ANY OTHER ACT OF A COMMERCIAL, INDUSTRIAL AND FINANCIAL NATURE.

Only valid if accordingly signed by the Chamber.  
The cost hereof is Af. 30,00

