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✱ Board Certified-Business Litigation

May 19, 2000

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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Re: Mercurio Marketing Group, Inc.

Dear Sir or Madam:

Enclosed please find a fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida along with a Certificate of Good Standing. I am also enclosing a check in the amount of Ninety Dollars (\$90.00) in order to cover the filing fee.

Kindly file said application.

Should you have any questions or comments with regards to the foregoing, please do not hesitate to contact me.

Very truly yours,

RASCO REININGER & PEREZ, P.A.

Salomon B. Esquenazi  
For the Firm

SBE/ea  
Enclosure  
2210-0002/131613.doc

[illegible]



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 30, 2000

SALOMON B. ESQUENAZI  
RASCO REININGER & PEREZ  
5200 BLUE LAGOON DRIVE, SUITE 700  
MIAMI, FL 33126

SUBJECT: MERCURIO MARKETING GROUP, INC.  
Ref. Number: W00000013764

We have received your document for MERCURIO MARKETING GROUP, INC. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 300A00030393

FILED  
00 JUN -8 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Mercurio Marketing Group, 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. Delaware 3. 65-0994030  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8180 N.W. 36th Street, Suite 325  
Miami, FL 33166  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

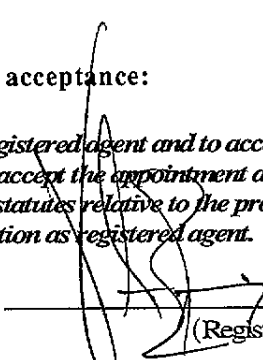
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Miami Corporate Systems, Inc.  
Office Address: 5200 Blue Lagoon Drive, Suite 700  
Miami, FL, Florida, 33126  
(Zip code)

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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) Selman B. Esquenazi  
Vice President.

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: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

Address: \_\_\_\_\_

\_\_\_\_\_

Director: Freddy Enrique Jaramillo

Address: 8180 N.W. 36th Street, Suite 325

Miami, FL 33166

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Freddy Enrique Jaramillo

Address: 8180 N.W. 36th Street, Suite 325

Miami, FL 33166

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: Freddy Enrique Jaramillo

Address: 8180 N.W. 36th Street, Suite 325

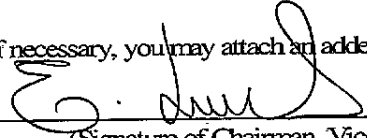
Miami, FL 33166

Treasurer: Freddy Enrique Jaramillo

Address: 8180 N.W. 36th Street, Suite 325

Miami, FL 33166

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. FREDDY E. JARAMILLO - PRESIDENT

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

FILED  
JUN - 8 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCURIO MARKETING GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0442365

DATE: 05-17-00