



THE UNITED STATES
CORPORATION
COMPANY

F00000004378

ACCOUNT NO. : 072100000032

REFERENCE : 783722 4304990

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 1:04

ORDER DATE : August 1, 2000

ORDER TIME : 10:19 AM

ORDER NO. : 783722-005

CUSTOMER NO: 4304990

CUSTOMER: Ms. Dasha Tcherniakovskaia
Ropes & Gray
One International Place

700003345157--9

Boston, MA 02110-2624

FOREIGN FILINGS

NAME: CENTERIAN, INC.



XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

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DIVISION OF CORPORATIONS
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CONTACT PERSON: Darlene Ward

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG -3 AM 11:30

RECEIVED

3/28/3

**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.

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1. Centerian, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 17, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 17, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2121 Ponce de Leon Boulevard, Suite 240
Coral Gables, Florida 33134
(Current mailing address)
All acts and activites for which purposes corporations may be formed.

8. _____
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Susan A. Vertrees, Asst. Secy
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Eduardo Barco

Address: 2121 Ponce de Leon Boulevard, Suite 240

Coral Gables, Florida 33134

Vice Chairman: _____

Address: _____

Director: Santos Chavez

Address: 12506 Elm Country Lane

San Antonio, TX 78230

Director: _____

Address: _____

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

President: Eduardo Barco

Address: 2121 Ponce de Leon Boulevard, Suite 240

Coral Gables, Florida 33134

Vice President: _____

Address: _____

Secretary: Eduardo Barco

Address: 2121 Ponce de Leon Boulevard, Suite 240

Coral Gables, Florida 33134

Treasurer: _____

Address: _____

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. Eduardo Barco, President
(Typed or printed name and capacity of person signing application)

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 "CENTERIAN, 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 FIRST DAY OF AUGUST, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0594373

DATE: 08-01-00