

# F00000004639



ACCOUNT NO. : 072100000032

REFERENCE : 796777 4312177

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pajito*

ORDER DATE : August 14, 2000

ORDER TIME : 2:33 PM

ORDER NO. : 796777-005

400003358434--9

CUSTOMER NO: 4312177

CUSTOMER: Laurie J. Borgerging, Esq  
Kavanagh Maloney & Osnato LLP  
18th Floor  
415 Madison Avenue  
New York, NY 10017-1136

FOREIGN FILINGS

NAME: FRIPAN USA INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*h28/15*

00 AUG 15 AM 10:42  
RECEIVED  
DIVISION OF CORPORATION  
00 AUG 15 AM 10:42  
DIVISION OF CORPORATION

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.

00 AUG 15 AM 10:42  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1. FRIPAN USA 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  
(State or country under the law of which it is incorporated)
3. PENDING  
(FEI number, if applicable)
4. FEBRUARY 1, 2000  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. NO BUSINESS TRANSACTED TO DATE  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)
7. 3211 Ponce de Leon Blvd., Suite 208  
Miami, Florida 33134  
(Current mailing address)

8. Engage in any lawful activity for which corporations may be organized under the Delaware General Corporation Law  
(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: Shnette Coleman  
(Registered agent's signature) **Shnette Coleman**  
**as its agent**

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: See attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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

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

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

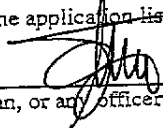
Secretary: \_\_\_\_\_

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

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. OSCAR DOMINGUEZ, VICE PRESIDENT, FRIPAN USA, INC.  
(Typed or printed name and capacity of person signing application)

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NO FORN DISSEM  
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Rider to Application  
of  
Fripan USA Inc.

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 15 AM 10:42

A. Directors (2)

1. Carlos Palou  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA
2. Jordi Gallés  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA

B. Officers (4)

1. Carlos Palou Title: Chairman of the Board  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA
2. Jordi Gallés Title: President  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA
3. Oscar Dominguez Title: Vice President  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA
4. Javier Villasante Title: Secretary  
c/o Fripan USA Inc.  
3211 Ponce de Leon Blvd.  
Suite 208  
Miami, Florida 33134 USA

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

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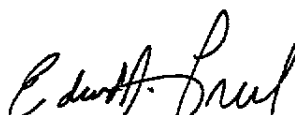
PAGE 1

RECEIVED  
DEPARTMENT OF CORPORATIONS  
00 AUG 15 AM 10:12

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRIPAN USA 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 FOURTEENTH 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, Secretary of State

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AUTHENTICATION:

0616788

DATE:

08-14-00