

CCRS
103 N. MERIDIAN STREET, 10TH FLOOR
TALLAHASSEE, FL 32301
222-1173

F00000005378

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

200003385052--8
-09/07/00--01027--019
*****78.75 *****78.75

DATE:

9-7-00

REF. #:

0589 13038

CORP. NAME:

UnoDosTres.com Inc.

Adm-1,150

() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

(X) FOREIGN QUALIFICATION

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION

() UCC-1

() UCC-3

() OTHER:

FILED
00 SEP 7 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
00 SEP 7 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 8750 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

200003385052--8
-09/26/00--01106--018
***1150.00 ***1150.00

COST LIMIT: \$

PLEASE RETURN:

(X) CERTIFIED COPY

() CERTIFICATE OF GOOD STANDING

() PLAIN STAMPED COPY

() CERTIFICATE OF STATUS

Examiner's Initials

BTC 9/26

RECEIVED
00 SEP 7 AM 10:32
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 2000

CINDY HICKS
CCRS
TALLAHASSEE, FL

SUBJECT: UNODOSTRES.COM INC.
Ref. Number: W00000021952

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FILED
SEP 11 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SEP -7 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for UNODOSTRES.COM INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$78.75 payment.

The application indicates that UNODOSTRES.COM INC. has been transacting business in Florida since October 26, 1999. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00047434

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

**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
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SEP - 7 PM 3:08
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

1. UnoDosTres.com 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. 05-0875106
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/26/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/26/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 800 Brickell Avenue, Suite 902
Miami, Florida 33131
(Current mailing address)
8. Among other purposes, to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
(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: CorpDirect Agents
Office Address: 103 N. Meridian St, lower level
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.

Pam Wolfe

(Registered agent's signature)

It's Agent: Pam Wolfe

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: Carlos Barba

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

Vice Chairman: _____

Address: _____

Director: Rafael Gutierrez

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

Director: Russ Walters, Jr.

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

(See attached addendum for additional directors)

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

~~President~~ CEO Carlos Barba

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

Exec. Vice President: Ramiro Miqueli
and CEO

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

Secretary: Russ Walters, Jr.

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

Treasurer: Ramiro Miqueli

Address: 800 Brickell Avenue, Suite 902
Miami, Florida 33131

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

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

14. CARLOS R. BARBA CHAIRMAN - CEO.
(Typed or printed name and capacity of person signing application)

00 SEP -7 PM 3:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Addendum to Application by Foreign Corporation for Authorization to
Transact Business in Florida

A. Additional Names and Addresses of Directors:

- Christopher Jester
800 Brickell Avenue, Suite 902
Miami, Florida 33131
- Howard Shapiro
800 Brickell Avenue, Suite 902
Miami, Florida 33131
- Michael Heitner, Esq.
c/o Herrick, Feinstein LLP
2 Park Avenue
New York, New York 10016
- Adam Sender
c/o Kadem Capital, LLC
767 Third Avenue, 38th Floor
New York, NY 10022
- Jerry Solomon
88 White Oak Ridge Road
Lincroft, NJ 07738

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

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


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNODOSTRES.COM INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3116661 8300

001448678


Edward J. Freel, Secretary of State

AUTHENTICATION: 0658476

DATE: 09-06-00

00 SEP -7 PM 3:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA