



# F00000006526

ACCOUNT NO. : 072100000032

REFERENCE : 906793 4300043

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : November 21, 2000

ORDER TIME : 11:41 AM

ORDER NO. : 906793-005

CUSTOMER NO: 4300043

800003474498--9

CUSTOMER: David De Paris, Legal Asst  
Proskauer Rose LLP  
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: W-IQ INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

FILED  
00 NOV 22 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 NOV 22 PM 12:17  
TALLAHASSEE, FLORIDA

*h2 11/22*

**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. w-iq 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. 52-227255.1  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 17, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3350 NW 60th Street Miami, FL 33142  
(Principal office address)  
3350 NW 60th Street Miami, FL 33142  
(Current mailing address)
8. state, country, territory or nation.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED  
NOV 22 PM 2:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

This corporation may engage or transact in any or all lawful activities business permitted under the laws of the United States, the State of Florida or any other

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  
(City) (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

Louise B. Smith  
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

B. OFFICERS

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. Eduardo Delaunad

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

FILED  
NOV 22 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Eduardo McCausland 3350 NW 60 <sup>th</sup> Street Miami, FL 33142	Director	Chief Executive Officer
Humberto Toro Batlle 3350 NW 60 <sup>th</sup> Street Miami, FL 33142	Director	President
Boden Stephenson 3350 NW 60 <sup>th</sup> Street Miami, FL 33142	Director	Vice President & Chief Technology Officer
Maria Cristina Daza 3350 NW 60 <sup>th</sup> Street Miami, FL 33142		Vice President & Secretary
Carlos Cortes 3350 NW 60 <sup>th</sup> Street Miami, FL 33142		Vice President & Chief Research Strategist

**FILED**  
**00 NOV 22 PM 2:30**  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W-IQ 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 2000.

FILED  
00 NOV 22 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3303093 8300

AUTHENTICATION: 0807868

001585929

DATE: 11-21-00