

FOI 000001377^a

GARCIA-VIDAL & DONET, L.L.P.

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

RAOUL GARCIA-VIDAL
REAL ESTATE LAW
PROBATE LAW
ESTATE PLANNING

DAVID A. DONET
ELDER LAW
COMMERCIAL LITIGATION
FAMILY LAW

DENNIS A. DONET
ELDER LAW
CIVIL LITIGATION
PERSONAL INJURY

OF COUNSEL
YOLANDA R. COTO
IMMIGRATION LAW

GABLES INTERNATIONAL PLAZA

PENTHOUSE II-C

2655 LE JEUNE ROAD

CORAL GABLES, FLORIDA 33134

TELEPHONE 305-444-8382

FACSIMILE 305-446-4836

March 7, 2001

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003828372--5

-03/09/01--01083--001

*****70.00 *****70.00

Re: Inversiones Baraima, S.A.
Our File No.: 01V7310

Dear Sir or Madam:

Enclosed herewith find the following documents regarding the above mentioned corporation:

1. Application by Foreign Corporation to Transact Business in Florida
2. Certificate of Good Standing with translation in English
3. Check for fees in the amount of \$70.00

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Katherine Azcue

Katherine Azcue
Legal Assistant

KA/k
enclosures

FILED
01 MAR -9 PM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
3/13

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Inversiones Baraima, S.A., a Panmanian Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Raoul Garcia-Vidal, Esq.

(Name of Person)

Garcia-Vidal & Donet, L.L.P.

(Firm/Company)

2655 Le Jeune Road, PH 2-C

(Address)

Coral Gables, Florida 33134

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Raoul Garcia-Vidal

(Name of Person)

at (305) 444-8382

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 MAR -9 PM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Inversiones Baraima, S.A.

(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. Panama

(State or country under the law of which it is incorporated)

3. Pending

(FEI number, if applicable)

4. October 23, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Will be March 1, 2001

(Date first transacted business in Florida.) (SEE SECTIONS 807.1501, 807.1502 and 817.155, F.S.)

7. _____

250 Valencia Avenue, Coral Gables, Florida 33134

(Current mailing address)

8. Investment in Real Estate

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Raoul Garcia-Vidal

Office Address: 2655 Le Jeune Road, PH2-C

Coral Gables, Florida

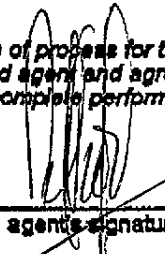
, Florida,

33134

(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.


(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 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: Antonio Amado

Address: 10 Edgewater Drive, Apt. 8C

Coral Gables, Florida 33133-6965

Vice Chairman:

Address:

Director: Antonio Amado

Address: 10 Edgewater Drive, Apt. 8-C

Coral Gables, Florida 33133-6965

Director: None

Address:

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

President: Antonio Amado

Address: 10 Edgewater Drive, Apt. 8-C

Coral Gables, Florida 33133-6965

~~Vice President~~ Secretary: Raoul Garcia-Vidal, Esq.

Address: 2655 Le Jeune Road, Ph2-C

Coral Gables, Florida 33134

Secretary:

Address:

Treasurer: Antonio Amado

Address: 10 Edgewater Drive, Apt. 8-C

Coral Gables, Florida 33133-6965

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. Secretary & Registered Agent - Raoul Garcia-Vidal
(Typed or printed name and capacity of person signing application)FILED
01 MAR - 9 PM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Coat of arms]
REPUBLIC OF PANAMA
SIVE PUBLIC REGISTRY OFFICE OF PANAMA

Value: B/.3000

IN CONSIDERATION OF APPLICATION: 184703

22/02/2001

CERTIFIES:

THAT THE CORPORATION KNOWN AS:

INVERSIONES BARAIMA, S.A.

appears registered on FICHE: 322349 ROLL: 51799 FRAME: 94
as of the twenty-fifth of October of nineteen hundred and ninety-six. That the corporation is in GOOD STANDING.

That the subscribers thereof are:

- (1) Maria Cristina de Espinosa
- (2) Maria Elena Cortes de Him

That the Directors thereof are:

- 1) Maria Cristina de Espinosa
- 2) Maria Elena Cortes de Him
- 3) Adolfo Valdés González

That the Officers thereof are:

PRESIDENT	MARIA CRISTINA DE ESPINOSA
TREASURER	MARIA ELENA CORTES DE HIM
SECRETARY	MARIA CRISTINA DE ESPINOSA

That the legal representation thereof shall fall upon:

The PRESIDENT OF SAME. In her absence it shall fall upon the Secretary and in the absence of both of them, upon the Treasurer.
That the RESIDENT AGENT is: HECTOR SPENCER
Description of the CAPITAL:

The capital stock shall be represented by one thousand common shares of stock having no par value.

That the DURATION thereof is PERPETUAL.

That its domicile is PANAMA.

Issued and signed at the City of Panama, on the twenty-second of February in the year two thousand and one. AT 08:58.08.4 A.M.

NOTE: This Certificate paid dues in the amount of: B/ 30.00.

RECEIPT No. 184703 dated 22/02/2001

[Rubber seal:] Republic of Panama
Public Registry Office

/s/ [signed]

Maria Isabel de Mason

Certifying Officer

FILED
MAR - 9 11:34
SECRETARY OF STATE
PANAMA

[There are 5 obliterated revenue stamps]

APOSTIL

(The Hague Convention of 5 October 1961)

1. At Panama

This public document

2. Has been signed by DORIS DE MADRID

3. acting in her capacity as Certifying Officer

4. and bears the seal/stamp of the the Public Registry
Office

CERTIFIED

5. at the Ministry of Foreign Affairs 6. On 23/2/2001

7. by Department of Authentications & Legalizations

8. under number 63

9. Stamp/Seal: 10. Signature

[Rubber seal]

/s/ [signed]

Eligio Ocaña, Esq.

Director General of

Authentications and Legalizations

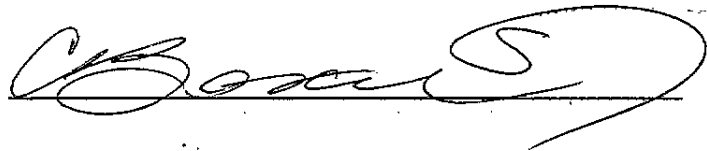
Ministry of Foreign Affairs

422 Ingraham Bldg. / 25 S.E. 2nd Avenue / Miami, FL 33131 / P.O. Box 140862 Coral Gables, FL 33114 / (305) 371-4283

**Inter-American
Translating Services Inc.**

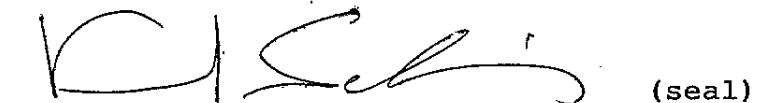
CERTIFICATE OF ACCURACY

I, Consuelo Bascuas,
on behalf of INTER-AMERICAN TRANSLATING SERVICES, INC., do certify
that the attached translation No. 10291 is, to the best of
my knowledge and belief, a true and accurate rendition into
English of the original written in Spanish.



SWORN TO AND SUBSCRIBED before me, at Miami, County of Dade,
State of Florida, on this 6th day of March, ~~1999~~ 2001.

My commission expires:

 (seal)

Notary Public, State of Florida at large

 **KURT SELIGMANN**
COMMISSION # CC 712264
EXPIRES MAR 15, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

SIVE

PAG:

1

VALOR B/. 3000

CON VISTA A LA SOLICITUD: 184703.-

22/02/2001

C E R T I F I C A :

-----QUE LA SOCIEDAD : -----
INVERSIONES BARAIMA, S.A.
SE ENCUENTRA REGISTRADA EN LA FICHA: 322349 ROLLO: 51799 IMAGEN: 94
DESDE EL VEINTICINCO DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SEIS ,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:

(1) MARIA CRISTINA DE ESPINOSA

(2) MARIA ELENA CORTES DE HIM

QUE SUS DIRECTORES SON:

1) MARIA CRISTINA DE ESPINOSA

2) MARIA ELENA CORTES DE HIM

3) ADOLFO VALDES GONZALEZ

QUE SUS DIGNATARIOS SON:

PRESIDENTE

: MARIA CRISTINA DE ESPINOSA

TESORERO

: MARIA ELENA CORTES DE HIM

SECRETARIO

: MARIA CRISTINA DE ESPINOSA

QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE DE LA MISMA. A FALTA DE ESTE LO SERA EL SECRETARIO Y A
FALTA DE AMBOS EL TESORERO.

QUE SU AGENTE RESIDENTE ES: HECTOR SPENCER

DETALLE DEL CAPITAL :

EL CAPITAL SOCIAL ESTARA REPRESENTADO POR MIL ACCIONES COMUNES SIN
VALOR NOMINAL.

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL VEINTIDOS DE FEBRERO DE
DOS MIL UNO , A LAS 08:58:08.4 A.M.

NOTA: ESTA CERTIFICACION PAGO

DERECHOS POR UN

VALOR DE B/. 30.00

COMPROBANTE NO. 184703.-

FECHA: 22/02/2001

Maria Isabel de Mazon
MARIA ISABEL DE MASON
CERTIFICADOR





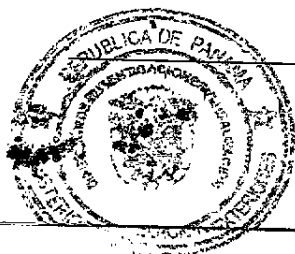
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. En Panamá el presente documento público
2. ha sido firmado por DORIS DE MADRID
3. quien actúa en calidad de CERTIFICADORA
4. y está revestido del sello / timbre de REGISTRO PUBLICO

CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 23-2-2001
7. por DIRECTOR DE LEGALIZACIONES Y AUTENTICACIONES
8. bajo el número 63
9. sello / timbre:
10. Firma



Llido. Eligio Ocaña
Director General de Autenticaciones
y Legalizaciones
Ministerio de Relaciones Exteriores

01 MAR 29 PM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA