

F01000001527
TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ARGENTINA & MERCOSUR INVESTMENTS, INC.
(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: 000003789910--1
-02/28/01--01085--004
*****87.50 *****87.50

JUAN EDUARDO ZAJDMAN
(Name of Person)

ARGENTINA & MERCOSUR INVESTMENTS, INC.
(Firm/Company)

770 CAUGHTON ISLAND DRIVE, SUITE 1514
(Address)

MIAMI, FL 33131
(City/State and Zip code)

For further information concerning this matter, please call:

JUAN E. ZAJDMAN at (305) 579-9868
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

TALLAHASSEE, FLORIDA
01 MAR 21 PM 1:21
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2001

JUAN EDUARDO ZAJDMAN
ARGENTINA & MERCOSUR INVESTMENTS INC
770 CLAUGHTON ISLAND DR SUITE 1514
MIAMI, FL 33131

SUBJECT: ARGENTINA & MERCOSUR INVESTMENTS, INC.
Ref. Number: W01000004869

We have received your document for ARGENTINA & MERCOSUR INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 401A00013139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ARGENTINA & MERCOSUR INVESTMENTS, 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. 65-1076793

(FEI number, if applicable)

4. 11/09/2000

(Date of incorporation)

5. PERPETUAL

(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. 770 CLAUGHTON ISLAND DRIVE, SUITE 1514, MIAMI, FL 33131

(Principal office address)

THE SAME.

(Current mailing address)

8. DEVELOPING CONSULTING BUSINESS FROM FLORIDA TO LATIN AMERICA

(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: JUAN EDUARDO ZYDMAN

Office Address: 770 CLAUGHTON ISLAND DRIVE, SUITE 1514

MIAMI

(City)

Florida 33131

(Zip code)

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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.

[Handwritten signature]

(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: JUAN EDUARDO ZAJDMAN
Address: 770 CRAUGHTON ISLAND DRIVE, SUITE 1514, MIAMI,
FL 33131

Vice Chairman: CAROLA JOSEFINA ZAJDMAN DE COLOMBO
Address: JUNIN 1342 PISO 9F - BUENOS AIRES, ARGENTINA

Director: MONICA SUSANA PELLICER DE VARGAS
Address: 770 CRAUGHTON ISLAND DRIVE, SUITE 1514, MIAMI,
FL 33131

Director: FEDERICO VICENTE COLOMBO
Address: JUNIN 1342 - PISO 9F - BUENOS AIRES, ARGENTINA

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

B. OFFICERS

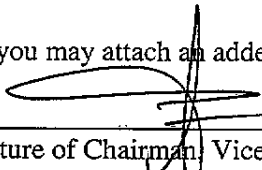
President: JUAN EDUARDO ZAJDMAN
Address: 770 CRAUGHTON ISLAND DRIVE, SUITE 1514, MIAMI,
FL 33131

Vice President: FEDERICO VICENTE COLOMBO
Address: JUNIN 1342 - PISO 9F - BUENOS AIRES, ARGENTINA

Secretary: GERALDINE RECHT HIRSCH
Address: MARTIN CORONADO 3256 DTD-8, BUENOS AIRES, ARGENTINA

Treasurer: MONICA SUSANA PELLICER DE VARGAS
Address: 770 CRAUGHTON ISLAND DRIVE, SUITE 1514, MIAMI, FL 33131

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. JUAN EDUARDO ZAJDMAN CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARGENTINA & MERCOSUR INVESTMENTS, 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 FIFTH DAY OF MARCH, A.D. 2001.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1003490

DATE: 03-05-01