



F01000001603

ACCOUNT NO. : 072100000032

REFERENCE : 089503 4344659

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

FILED
01 MAR 23 PM 14:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 23, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 089503-005

CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East
777 South Flagler Drive
West Palm Beach, FL 33401

5000003907935--0

FOREIGN FILINGS

NAME: INVERSIONES Y DESARROLLOS
IBRACAN, S.A.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

RECEIVED
01 MAR 23 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Carina L. Dunlap -- EXT# 1151

EXAMINER: _____

5/2/23

**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. Inversiones y Desarrollos Ibracan, 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. Guatemala
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 11/23/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 7 Avenida 6-53, Zona 4, Of 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
(Current mailing address)
8. To engage in any 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 the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box of Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, FL 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: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) Asst. Secretary

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)

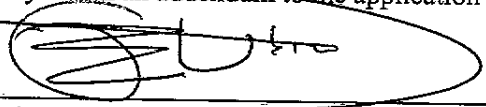
Director: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: _____
Address: _____

FILED
MAR 23 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Vice President: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Secretary: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala

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

REPUBLIC OF GUATEMALA

CITY AND DEPARTMENT OF GUATEMALA

I, BARBARA DE DE WIT, officially authorized Public Translator, in accordance with the laws of the Republic of Guatemala, do hereby CERTIFY: to having had before me a document written in Spanish which, translated into English to the best of my knowledge and ability, reads as follows:

COMMERCIAL REGISTRY
Ministry of Economy
Guatemala, C.A.

Page 1

36342
CERTIFICATE

The undersigned General Commercial Registrar of the Republic

Certifies:

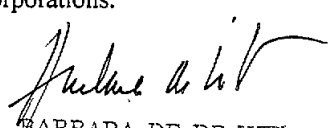
That the foregoing copy is genuine as it was developed by the staff of this Registry from the Electronic Book No. 115 of Stock Companies, which reflect both the temporary and definitive inscriptions of the Articles of Incorporation and its electronic amendments of the entity:

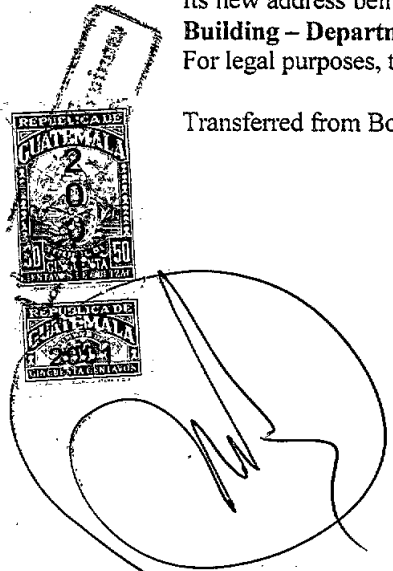
INVERSIONES Y DESARROLLOS IBRACAN, SOCIEDAD ANONIMA,
inscribed under entry number 31342, folio 472 of Book 115.
Docket No. 3116995 of Commercial Entities.

The Commercial Registry was petitioned to inscribe the change of address of the company **INVERSIONES Y DESARROLLOS IBRACAN** and the trade name: **INVERSIONES Y DESARROLLOS IBRACAN**, inscribed under entry number 31342, folio 472 of Book 115. **Docket No. 31169-95.**

Its new address being: **7 AVENIDA 7-07, ZONA 4, OF. 222, 2nd. Floor, El Patio Building - Department: Guatemala - Municipality: Guatemala.**
For legal purposes, the present publication is made. - Guatemala, February 4, 1999.

Transferred from Book 115, folio 472 of the physical Book of Corporations.


BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 22
Tel.: 331-4479 - Guatemala


José Bautista Espinoza
ABOGADO Y NOTARIO

The Commercial Registry was petitioned to inscribe the change of address of the company **INVERSIONES Y DESARROLLOS IBRACAN** and the trade name: **INVERSIONES Y DESARROLLOS IBRACAN**, inscribed under entry number 31342, folio 472 of Book 115. Docket No. 31169-95.

Its new address being: **7 AVENIDA 6-53, ZONA 4, OF. 143 A, 13th. Floor, El Triangulo Building – Department: Guatemala – Municipality: Guatemala.**
Guatemala, March 23, 2000.

And for the uses the interested party may deem convenient, I issue, sign and seal the present certificate on two sheets of bond paper, one being an electronic copy and this here sheet of letterhead paper of the Commercial Registry, numbered from page 1 to 2.

In the City of Guatemala, on the sixteenth day of the month of January of the year two thousand and one.

Fees: Q15.00 – Article 3, Government Resolution 207-93.

(Signed): illegible, Lic. Leonel Enrique Chinchilla Recinos, General Commercial Registrar of the Republic of Guatemala.

Page 2

REGISTRY No. 31342

Inscription of corporation

First Inscription.

Based on the official copy, temporary inscription was made of public deed number 123, authorized in Guatemala on November 23, 1995 by Notary Alberto Antonio Morales Velasco, presented to this Registry on December 5, 1995 at 10:50 hours, the corporation called 'Inversiones y Desarrollos Ibracan, Sociedad Anonima, domicile: Department of Guatemala. Domicile: 7 avenida 6-53 Zona 4, Edificio El Triangulo, 4th. Floor.

Purpose: Export of traditional agricultural, industrial and commercial products, as well as commercialization thereof in the interior of the country; purchase, sale, processing, cultivation, production, import, export, industrialization, marketing; and others purposes set forth in the Articles of Incorporation.



Espinoza



Barbara de Wit

BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 14
Tel.: 331-4479 - Guatemala

[Signature]

José Guitrón Espinoza
ABOGADO Y NOTARIO

Term: Indefinite.

Social Capital: Authorized: Q100,000.00 - Subscribed: Q20,000.00
Q20,000.00, represented by 100 shares each of Q1,000.00.

Administrative body: Board of Directors
Legal representation: General Manager
Watchdog Com. Independent Auditing
Docket No. 31169-95

01 MAR 23 PM 4:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Guatemala, December 7, 1995. - Signed: illegible. - Rubber stamp of the Commercial Registry. -

Second Inscription

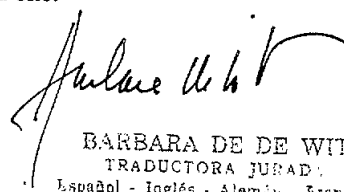
On this date the corporation **Inversiones y Desarrollos Ibracan, Sociedad Anónima** is definitively inscribed, and therefore, it is made retroactive from the date of its temporary inscription.

Articles 14 and 343 of Congressional Decree 2-70.

Guatemala, March 4, 1996. - Signed: illegible. - Rubber stamp of the Commercial Registry.

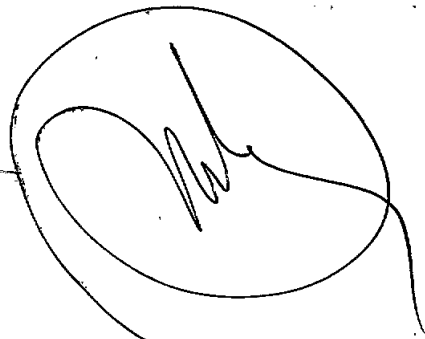
Stock Companies: Printed: 01/16/2001 11:22:24 - folio 472 - Book 115.-

AT THE REQUEST OF THE INTERESTED PARTY, the present sworn translation has been issued by the undersigned, officially certified Translator, using for the purpose three sheets of plain paper, in the City of Guatemala, on this eighteenth day of January of the year two thousand and one.



BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 64
Tel.: 331-4479 - Guatemala




José Gutiérrez Espinosa
ABOGADO Y NOTARIO

CERTIFICACION

01 MAR 23 PM 4:02
SECRETARY OF STATISTICS
TALLAHASSEE, FLORIDA

EL INFRASCRITO REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA,
CERTIFICA: QUE LA COPIA QUE PRECEDE ES AUTENTICA POR HABER SIDO
REPRODUCIDA POR PERSONAL DE ESTE REGISTRO DEL LIBRO ELECTRONICO No.
115 DE SOCIEDADES MERCANTILES, Y QUE REFLEJAN LAS INSCRIPCIONES
PROVISIONAL Y DEFINITIVA CONSTITUTIVA, Y SUS MODIFICACIONES
ELECTRONICAS; DE LA ENTIDAD: INVERSIONES Y DESARROLLOS IBRACAN,
SOCIEDAD ANONIMA, INSCRITA AL No. 31342 FOLIO 472 LIBRO 115
EXPEDIENTE No 31169-95 DE SOCIEDADES MERCANTILES.

AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE
DIRECCION DE LA SOCIEDAD DENOMIDA: INVERSIONES Y DESARROLLOS
IBRACAN Y NOMBRE COMERCIAL: INVERSIONES Y DESARROLLOS IBRACAN,
INSCRITA BAJO EL NO.: 31342 FOLIO: 472 LIBRO: 115. EXPEDIENTE NO. 31169-1995,
SIENDO SU NUEVA DIRECCION: 7. AVENIDA 7-07 ZONA 4, OF. 222, 2. NIVEL,
EDIFICIO EL PATIO DEPARTAMENTO: GUATEMALA MUNICIPIO: GUATEMALA, Y
PARA LOS EFECTOS LEGALES, SE HACE LA PRESENTE PUBLICACION.
GUATEMALA 04 DE FEBRERO DE 1999.

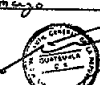
VIENE DEL LIBRO 115 FOLIO 472 DEL LIBRO FISICO DE SOCIEDADES.
AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE
DIRECCION DE LA SOCIEDAD DENOMINADA: INVERSIONES Y DESARROLLOS
IBRACAN Y DE NOMBRE COMERCIAL: INVERSIONES Y DESARROLLOS IBRACAN,
INSCRITA BAJO EL NO.: 31342 FOLIO: 472 LIBRO: 115. EXPEDIENTE NO. 31169-1995,
SIENDO SU NUEVA DIRECCION: 7A. AVENIDA 6-53, ZONA 4, OFICINA 143 A 13 NIVEL
EDIFICIO EL TRIANGULO DEPARTAMENTO: GUATEMALA MUNICIPIO:
GUATEMALA. GUATEMALA 23 DE MARZO DE 2000.

Y PARA LOS USOS LEGALES QUE AL INTERESADO CONVenga, EXTIENDO, FIRMO Y
SELLO LA PRESENTE CERTIFICACION EN DOS HOJAS DE PAPEL BOND, UNA DE
COPIA ELECTRONICA Y LA PRESENTE BOND ESPECIAL CON MEMBRETE DEL
REGISTRO MERCANTIL NUMERADAS DEL UNO AL DOS. EN LA CIUDAD DE
GUATEMALA, A LOS DIECISEIS DIAS DEL MES DE ENERO DEL AÑO DOS MIL UNO.
HNOS. Q15.00 ARTICULO 3°. ACUERDO GUBERNATIVO 207-93.

LC. LEONEL CHANILLA REYNOLDS
REGISTRO MERCANTIL
GUATEMALA

Servirle a usted, es servirle a la Patria.

José Butrán Espinosa
ABOGADO Y NOTARIO

inscripción de sociedad	inscripción de sociedad	observaciones
PRIMERA Con Base en el testimonio de la escritura No. 123, autorizada en la ciudad de Guatemala el día 23 de Noviembre de 1995 por el Notario Alberto Antonio Morales Uscote presentado a este Registro el 05 de Diciembre de 1995 a las 10:50 horas, se inscribe provisionalmente la sociedad denominada <u>Industria y Desarrollo Industrial Sociedad Anónima</u>, domicilio: Departamento de Guatemala, Sede social 653 zona 4, Oficio el Interojo, 4to nivel. Objeto: la explotación de los recursos tradicionales de la zona de cultivo, la industria y el comercio, así como su transformación en el interior del país, la compra, venta, procesamiento, cultivo, producción, importación, exportación industrial, de bienes, mercancías y otros. y otros que constan en la escritura social. Párrafo: Indefinido. Capital Social: Autorizado: Q. 100,000.00 Suscrito: Q. 20,000.00 Pagado: Q. 20,000.00 representado por 100 acciones de Q. 1,000.00 cada una. Órgano de Administración: <u>Consejo de Administración</u> Representación Legal: <u>Gerente General</u> Órgano de Vigilancia: <u>Auditoría Externa</u> Expediente No. 3116795. Guatemala, 07 de diciembre de 1995 		FILED MAR 23 PM 4:02 SECRETARY OF STATE TALLAHASSEE, FLORIDA
SEGUNDA En esta fecha se inscribe definitivamente la sociedad <u>Industria y Desarrollo Industrial Sociedad Anónima</u> cuyos efectos se retroceden a la fecha de la inscripción provisional. Artos. 14 y 343 del Dto. 2-70 del Congreso Guatemala, 07 de mayo de 1996 		

En la Ciudad de Guatemala, el día veintidós de Enero del año dos mil uno, como Notario Doy fe: Que la presente fotocopia y las cuatro (4) que anteceden, son auténticas, por haber sido tomadas en mi presencia el día de hoy del documento original, con el cual coinciden fiel y exactamente y para tener validez deben ir todas firmadas y selladas por mí. Dicho original, consiste en Certificación extendida por el Registro Mercantil General de la República, de la inscripción en dicha Institución de la Entidad denominada "Inversiones y Desarrollos Ibracán, Sociedad Anónima".
DOY FE.-

Por mí y ante mí:

José Luis Espinoza
ABOGADO Y NOTARIO

REPUBLIC OF GUATEMALA
CITY AND DEPARTMENT OF GUATEMA
EMBASSY OF THE UNITED STATES
OF AMERICA

FILED
01 MAR 23 PM 4:02
SS:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIAN H. HARRIS

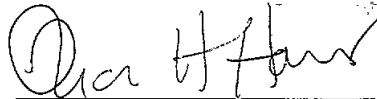
Consul of the United States of America
at Guatemala, Guatemala duly commissioned
and qualified, do hereby certify that

JOSE BUITRON ESPINOZA

whose true signature and official seal
are, respectively, subscribed and affixed
to the foregoing (annexed) certificate
(document) was on the 22ND
day of JANUARY 2001
thereof, LAWYER AND NOTARY PUBLIC

duly commissioned and qualified, to whose
official acts, faith and credit are due.

IN WITNESS WHEREOF I HAVE HEREUNTO set my
hand and affixed the seal of the Consular
Service of the United States of America at
Guatemala, Guatemala, this day of JAN 22 2001



RIAN H. HARRIS
VICE-CONSUL OF THE UNITED STATES