

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. & T.C.)
IVETTE HALPHEN LEON (FL. & FED.)
MARY E. PENA (FL. & FED.)*
SEAN MOUGHAN, (FL.)*
LEONARD LEVI GARDNER (FL. & FED.)*

REPLY TO: X 2450 S.W. 137TH AVENUE
SUITE 226
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

FOI000002113

072... STREET
MIAMI, FL... 33176
TEL. (305) 273-9...
... BLVD
Coral Gables, Florida 33146

April 17, 2001

VIA FEDERAL EXPRESS

300004033183--4
-04/19/01--01067--021
*****87.50 *****87.50

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: PUBLICIDAD SARMIENTO, S.A.

Dear Gretchen:

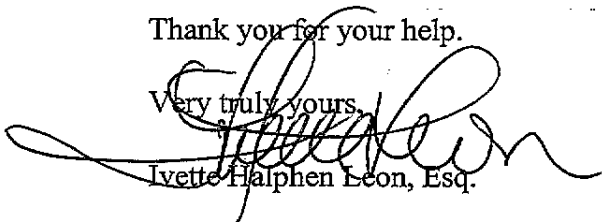
Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida for Publicidad Sarmiento, S.A. along with a check for \$87.50 to cover the filing fee, a certificate of status and a certified copy.

We have also enclosed an original Certificate of Good Standing and a certified translation.

It is urgent that this be filed immediately. Please send us fax confirmation to (305) 221-5321. If you have any problems, please contact Tony Huerta at (305) 221-2110 or Rick Alayon at (305) 216-4228 (I will be out of town until April 23, 2001).

Thank you for your help.

Very truly yours,



Ivette Halphen Leon, Esq.

:IHL

Enclosure

FILED
01 APR 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOI-2113
\$70.00-CF
\$17.50-CERT

SA 4/19

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Publicidad Sarmiento, S.A. (an Argentinian 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:

Ivette Leon, President

(Name of Person)

A&P Registered Agents, Inc. (a Florida corporation)

(Firm/Company)

2450 S.W. 137th Ave., Suite 226, Miami

(Address)

Miami, FL 33175

(City/State and Zip code)

For further information concerning this matter, please call:

Ivette Leon

(Name of Person)

at (305) 221-2110

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 19 PM 3:55

FILED

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

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. Publicidad Sarmiento, S.A. (an Argentinian corporation)
(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. Argentina (State or country under the law of which it is incorporated)
3. N/A (FEI number, if applicable)

4. December 29th, 1970 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification & limited to General Member of Advertising Group Sarmiento, L.L.C.
(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. Rodriguez 1260,Codigo Postal 5500, Mendoza, Argentina
(Principal office address)

Same
(Current mailing address)

8. Serve as General Member of Advertising Group Sarmiento, L.L.C. (Florida)
(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: Ivette Leon, President, A&P Registered Agents, Inc.

Office Address: 2450 S.W. 137th Ave, Suite 226

Miami, Florida 33175
(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.

[Handwritten Signature]
(Registered agent's signature) Ivette Leon, Pres.

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.

FILED
01 APR 19 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ~~Jose~~ ^{Jose} Orlando Terranova

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

Vice Chairman: ~~Jose~~ Orlando Terranova

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

Director: Jose Orlando Terranova

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

Director: Orlando Terranova

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

B. OFFICERS

President: Jose ~~Orlando~~ Orlando Terranova

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

Vice President: Marcelo Alberto Touceda

Address: Rodriguez 1260, Codigo Postal 5500
Mendoza, Argentina

Secretary: Marcelo Alberto Touceda

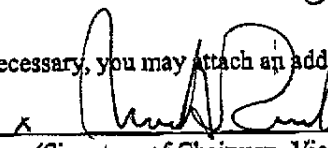
Address: Rodriguez 1260, Codigo Postal 5500

Vice President Treasurer: ~~Marcelo~~ Marcos Guillermo Victoria

Address: ~~Marcelo~~ Rodriguez 1260, Codigo Postal 5500

FILED
01 APR 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Vice-President & Secretary (Typed or printed name and capacity of person signing application)

13

16 ABR 2001

Motivo: Informe

Señora Directora del Registro Público
y Archivo Judicial de la Provincia de Mendoza.
E. _____ / / _____ D.

0005332

Sírvase ordenar se certifique a continuación si la entidad PUBLICIDAD SARMIENTO S.A., inscripta en el registro de Sociedades Anónimas a fojas Uno del Legajo Numero 177, con domicilio en calle Rodríguez 1260 de Ciudad de Mendoza, SE ENCUENTRA VIGENTE, o si ha sido luidada o modificada, conforme los registros que obran en esa Dirección.-

Saludo a Ud. atte.-

Anahi Carrascosa de Granata

ANAHI CARRASCOSA de GRANATA
NOTARIA
TITULAR REG. N° 138
MENDOZA



GOBIERNO DE MENDOZA

FECHA 17/04/01 HORA 11:32 TERMINAL 8NAB8801

REPARTICION: BANCO NACION ARGENTINA
NRO. TRANSACCION: 96383
COD. DE TASA: 005
IMPORTE: \$5.00



//tífico que la sociedad Publicidad Sarmiento S.A incripta en el legajo 177, fs. 1 de Sociedades Anónimas se encuentra vigente sin modificaciones alguna.-

El presente informe N°5332 se expide en Mendoza a 16 de Abril de 2001.--



DIRECCION DE REGISTROS PUBLICOS
Y ARCHIVO JUDICIAL
SECCION INFORMES
MENDOZA

[Handwritten Signature]
Mabel LORENTE HERRERA
Jefe Sección Informes

[Handwritten: \$5
\$1.50]

Purpose: Report
Madame Director of the Public Registry
and Legal Archive of Mendoza Province
S. _____ / / _____ D.

Please order that certification be provided below as to whether the entity PUBLICIDAD SARMIENTO S.A., registered on page One of Volume Number 177 of the Corporate registry, with corporate headquarters at 1260 Rodriguez Street in Mendoza City, IS IN OPERATION, or whether it has been liquidated or modified, as recorded in the registries kept by this Office.

Sincerely,

APR 18 2001

0005332

[illegible]

[Stamp: (illegible)]

GOVERNMENT
OF MENDOZA

DATE TIME TERMINAL
04/17/01 11:32 [Illegible]

/illegible signature/

[Rubber stamp:
ANAHI CARBASCOSA de GRANATA
CHIEF NOTARY
Reg. No. (illegible)
MENDOZA]

DISTRIBUTION: BANCO NACION ARGENTINA

TRANSACTION NO. 96383

RATE CODE: 085

AMOUNT: \$5.08

[Stamp: (Illegible)]

[Rubber stamp: (Illegible)]

[FAX ID: FROM: ACCOUNTING TEL NO.: 54 251 4380456 APR. 17, 2001 12:50 PM P2]

[Handwritten: (illegible)]

[truncated]tify that the Publicidad Sarmiento S.A. company recorded at volume 177, pg. 1 of Corporations is in operation with no modification at all.

This report No. 5332 is issued in Mendoza on April 16, 2001.

[Rubber stamp:
OFFICE OF PUBLIC REGISTRIES
AND LEGAL ARCHIVES
REPORTS SECTION
MENDOZA]

/illegible signature/

[Rubber stamp: (illegible)]

DE : CONTADURIA

NO. DE TEL : 54 261 4360456

17 ABR. 2001 12:49PM P2

17 ABR 2001

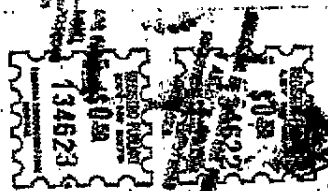
Motivo: Informe

Señora Directora del Registro Público
y Archivo Judicial de la Provincia de Mendoza,
S. _____ D.

0005332

Sirvase ordenar se certifique a
continuación si la entidad PUBLICIDAD SARMIENTO S.A. ins-
cripta en el registro de Sociedades Anónimas a fojas Uno del
Legajo Número 177, con domicilio en calle Rodríguez 1260 de
Ciudad de Mendoza, SE ENCUENTRA VIGENTE, o si ha sido lida-
da o modificada, conforme los registros que obran en esa Di-
rección.-

Saludo a Ud. atte.-



GOBIERNO
DE
MENDOZA

[Handwritten Signature]

ANAHÍ GARGASCOBA DE GRAYATA
NOTARIA
TITULAR REG. N° 136
MENDOZA

FECHA
17/04/01

HORA
11:52

TERMINAL
DIBARRON

REPARTICION: BANCO NACION ARGENTINA
NRO. TRANSACCION: 93383
COD. DE TASA: 085
IMPORTE: \$5.00




DE : CONTADURIA

NO. DE TEL : 54 261 4380456

17 ABR. 2001 12:50PM P3

//tífico que la sociedad Publicidad Sarmiento S.A incripta
en el legajo 177, fs. 1 de Sociedades Anónimas se encuentra
vigente sin modificaciones alguna.-

El presente informe N25332 se expide en Mendoza a 16. de
Abril de 2001.-


DIRECCION DE REGISTROS PUBLICOS
Y ARCHIVO JUDICIAL
SECCION INFORMES
MENDOZA

Alayon
ALAYON AND ASSOCIATES, P.
C.A. 3052215321