

# F01000002269

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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AL

## FOREIGN PROFIT QUALIFICATION

Investment Counselling Corp. S.A.

Certificate of Status	0
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**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. Investment Counselling Corp. 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. Commonwealth of the Bahamas 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. January 23, 1989 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. Saffrey Square, Suite 205, Bank Lane, P.O. Box N-8188, CP 1809, Nassau, Bahamas  
(Principal office address)  
c/o Lopez & Romero, 551 Fifth Avenue, Suite #417, New York, N.Y. 10176  
(Current mailing address)

8. Investments  
(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: Alex Garcia

Office Address: Two South Biscayne Boulevard

Miami, Florida 33131  
(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.*

  
\_\_\_\_\_  
Alex Garcia (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.

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

A. DIRECTORS

Chairman: Eduardo F. Lopez  
Address: 551 Fifth Avenue, Suite #417  
New York, N.Y. 10176

Vice Chairman: none  
Address: \_\_\_\_\_

Director: Luis Alfredo Romero  
Address: 551 Fifth Avenue, Suite #417  
New York, N.Y. 10176

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

B. OFFICERS


President: Eduardo F. Lopez  
Address: 551 Fifth Avenue, Suite 417  
New York, N.Y. 10176

Vice President: none  
Address: \_\_\_\_\_

Secretary: Luis Alfredo Romero  
Address: 551 Fifth Avenue, Suite 417, New York, N.Y. 10176

Treasurer: Luis Alfredo Romero  
Address: 551 Fifth Avenue, Suite 417, New York, N.Y. 10176

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 F. Lopez, President  
(Typed or printed name and capacity of person signing application)

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**CERTIFICATE OF INCUMBENCY**

**TO WHOM IT MAY CONCERN:**

The undersigned, Authorised Signatory of **MOSSACK FONSECA & CO. (BAHAMAS) LIMITED**, Registered Agent, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, N.P. Bahamas, of **INVESTMENT COUNSELLING CORP. S.A.**, (the "**Company**"), an International Business Company existing under the laws of The Bahamas, acting in such capacity and on that behalf, do hereby certify that:

1. - The present Directors of the Company are:

**EDUARDO F. LOPES** - DIRECTOR

**LUIS ROMERO** - DIRECTOR

2. - According to the company's Articles of Association, Articles 61 to 77, the Director shall manage the Company and shall have the right to exercise all powers of the company appointing any person to be the attorney or attorneys of the Company with such powers as they may think fit, and any decision taken by the Director will be valid and binding on the Company.

3. - That the Company is in Good Standing.

Adopted and signed this 21<sup>st</sup> day of March, 2001.

**BY MOSSACK FONSECA & CO. (BAHAMAS) LIMITED**



**Kim Forbes For**  
**Registered Agent**

Kim Forbes, Authorised Signatory of **MOSSACK FONSECA & CO. (BAHAMAS) LIMITED**, Registered Agent, Saffrey Square, Suite 205, Bank Lane, P. O. Box N-8188, Nassau, N. P. Bahamas, of **INVESTMENT COUNSELLING CORP. S.A.**, appeared before me and signed the above Certificate of Incumbency this 21st day of March, 2001.



**W. RENAE MCKAY**  
**NOTARY PUBLIC**

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NASSAU, FLORIDA



COMMONWEALTH OF THE BAHAMAS IBC 08  
THE INTERNATIONAL BUSINESS COMPANIES ACT ~~1989~~ 2000  
(No. 2 of 1990)  
(No. 45 of 2000)

CERTIFICATE OF GOOD STANDING (~~Section 11~~)  
(Section 189)

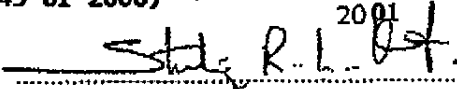
No. 82,635 B INVESTMENT COUNSELLING CORP. S.A.

I, **STERLING R.L. QUANT**....., Registrar General of the Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (~~incorporated~~) (continued) under the provision of the International Business Companies Act ~~1989~~ (No. 2 of 1990) on the **15TH** day of **OCTOBER, 1998** ~~XX~~ as a Company No. **82,635B** of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections **175** and **194** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at ~~Freeport~~ **Nassau**  
in the Commonwealth of The Bahamas  
this **26TH** day of **MARCH**  
2001

\* 2000 (No. 45 of 2000)

  
REGISTRAR GENERAL

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MARCH 28 2001  
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NASSAU, BAHAMAS