

F01000002269

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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*Amendment
w/
Name Change
3/2/05
DC*

LAW OFFICES OF
LOPEZ & ROMERO
A PROFESSIONAL CORPORATION
551 FIFTH AVENUE
NEW YORK, N.Y. 10176-0498

TEL: (212) 661-3691
FAX: (212) 370-7894

e-mail: general@lopezromero.com

February 17, 2005

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Investment Counselling Corp. (ICC); application by foreign profit corporation to file amendment to application for authorization to transact business in Florida. Our File No. 5416/CD.

Dear Sirs:

We are the attorneys for the above referenced company, which is presently organized under the laws of the British Virgin Islands, and is in good standing. The company was authorized to do business in Florida on April 30, 2001, while still incorporated under the laws of The Commonwealth of The Bahamas and bearing then the corporate name "Investment Counselling Corp. S.A."

ICC's existence was continued in the British Virgin Islands as of July 19, 2001. Please note that after redomiciliation, the company ceased to use the abbreviation "S.A." as part of its name; in the British Virgin Islands the company is known as Investment Counselling Corp.

For purposes of having your office record the new name of the company and its new jurisdiction, we enclose herewith the following:

1. Transmittal Letter, addressed to the Amendment Section of the Division of Corporations, together with a check in the sum of \$43.75 representing the filing fee and the fee to obtain a certificate of status.
2. Application by foreign profit corporation to file amendment to application for authorization to transact business in Florida, duly signed.

3. Certificate of good standing and certificate of incumbency, both legalized with the apostille.

Should you need anything further in connection with the above, please do not hesitate to contact the undersigned at your earliest convenience.

Sincerely yours,

Luis Alfredo Romero

Lar/ym
Encls/

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INVESTMENT COUNSELLING CORP. S.A.
(Name of corporation)

DOCUMENT NUMBER: F01000002269

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Luis Alfredo Romero, Esq.

(Name of person)

Lopez & Romero, A.P.C.

(Name of firm/company)

551 Fifth Avenue, Suite 417, New York, New York 10176

(Address)

(City/state and zip code)

For further information concerning this matter, please call:

Luis Alfredo Romero

(Name of person)

at (212) 661-3691

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000002269

(Document number of corporation (if known))

1. INVESTMENT COUNSELLING CORP. S.A.
(Name of corporation as it appears on the records of the Department of State)
2. The Commonwealth of the Bahamas
(Incorporated under laws of)
3. April 30, 2001
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 19, 2001

5. INVESTMENT COUNSELLING CORP.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

The British Virgin Islands

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Luis Alfredo Romero

(Typed or printed name of person signing)

2/17/05

(Date)

Director/President

(Title of person signing)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB 23 PM 4:38



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

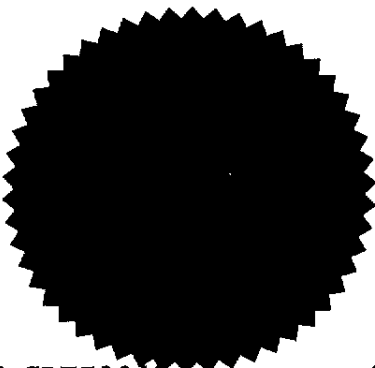
(Section 114)

No. 454993

INVESTMENT COUNSELLING CORP.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly continued under the provisions of the International Business Companies Act, (Cap.291) on the 19th day of July, 2001 as Company No. 454993 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have 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 Road Town, Tortola in the
Territory of the British Virgin Islands
this 29th day of December, 2004


REGISTRAR OF COMPANIES

CRTI004A



CERTIFICATE OF INCUMBENCY

We, **MOSSACK FONSECA & CO. (B.V.I.) LTD.** of Akara Bldg., 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands, Registered Agent of **INVESTMENT COUNSELLING CORP.** an International Business Company existing under the laws of the British Virgin Islands, do hereby certify that:

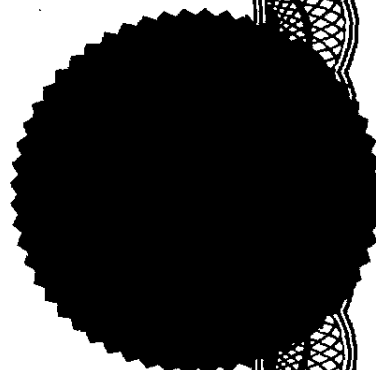
1. (a) The Company was incorporated as an International Business Company numbered 454993 on the 19th day of July, 2001 after it was Redomiciled from the Bahamas on the 9th July 2001.

(b) After Redomiciliation, the company ceased to use the abbreviation **S.A.** as part of its name, being identified in the British Virgin Islands as **Investment Counselling Corp.**
2. The Directors of the Company are:

Directors: **Marta E. Lopez**
Luis Alfredo Romero
3. The authorised capital of the Company is US\$50,000.00 divided into 50,000 shares with a par value of US\$1.00 each.
4. Insofar as is evidenced by the documents filed at the Registered Office of the Company, the Company is in existence and is in Good Standing.

Dated this 5th day of January, 2005.


MOSSACK FONSECA & CO. (B.V.I.) LTD.
Registered Agent



TORTOLA

VIRGIN ISLANDS

I, Bryan Scatliffe, Assistant Secretary of Mossack Fonseca & Co. (B.V.I.) Ltd., Registered Agent of **INVESTMENT COUNSELLING CORP.** HEREBY CERTIFY, that the attached:


- Certificate of Good Standing; and
- Certificate of Incumbency

are documents for **INVESTMENT COUNSELLING CORP.** an International Business Company incorporated in the British Virgin Islands on the 19th day of July, 2001 as IBC No. 454993.

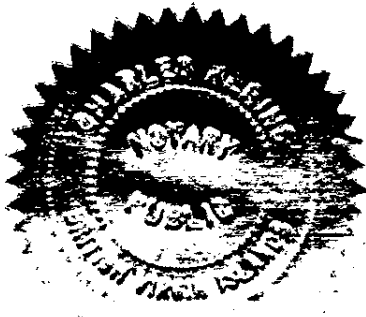

Bryan Scatliffe, Assistant Secretary
MOSSACK FONSECA & CO. (B.V.I.) LTD.
Registered Agent

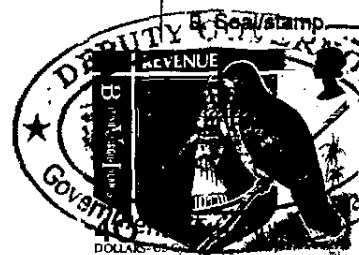
I hereby certify that Bryan Scatliffe signed the above declaration in my presence.

Dated this 6th day of January, 2005.


Charles Kerins - NOTARY PUBLIC
125 Main Street
P.O. Box 144
Road Town, Tortola
British Virgin Islands

My Commission is for life



APOSTILLE	
(Convention de la Haye du 5 octobre, 1961)	
1. Country:	<u>British Virgin Islands</u>
This public document	
2. has been signed by	<u>Charles Kerins</u>
3. acting in the capacity of	<u>Notary Public</u>
4. bears the seal/stamp of	<u>Charles Kerins</u>
5. at <u>Road Town</u>	Certified 6. the <u>6th Jan 2005</u>
7. by <u>Deputy Governor</u>	
8. No. <u>F 19329</u>	
9. Seal/stamp	10. Signature
	<u>H. Seymour</u>

Deputy Governor