



**F01000002632**

UCC FILING & SEARCH SERVICES, INC.  
26 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-5528

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May 16, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Eaton Trading Inc.

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

(4)

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
MAY 16 2001  
TALLAHASSEE, FLORIDA  
RECEIVED  
MAY 16 2001  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS  
DEPARTMENT OF REVENUE

600004219596-1-0  
-05/16/01 -01028-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA*

**1. Eaton Trading, Inc.**

(Name of the corporation; must include the word AIncorporated@, ACompany@, ACorporation@ or words  
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 is incorporated)

**3.**

(FEI number, if applicable)

**4. April 10, 2001**

**5. Perpetual**

(Date of incorporation)

(Duration: Year corp. will cease to exist or Aperpetual@)

**6. Upon Qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert Aupon  
qualifications@) - (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

**7.**

(Principal office address)

**330 Madison Avenue Suite 2900, New York NY 10017-5090**

(Current mailing address)

**8. Ato conduct any lawful business, to promote any lawful purpose, and to engage in any lawful  
act or activity@**

(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 or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

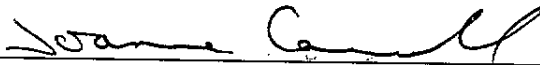
(City)

Florida 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.*



(Registered agent=s signature)

Joanne Caswell, Assistant 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 or other official having custody of corporate records in the jurisdiction under the law of which is incorporated.

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MAY 16 PM 12:53  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: Oscar Gómez

Address: CALLE 92 No. 9-64, BOGOTÁ, COLOMBIA

Vice Chairman: \_\_\_\_\_

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

Director: Carlos Chaparro

Address: CALLE 92 No. 9-64, BOGOTÁ, COLOMBIA

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

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

B. OFFICERS

President: Oscar Gómez

Address: CALLE 92 No. 9-64, BOGOTÁ, COLOMBIA

Vice President: \_\_\_\_\_

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

Secretary: Carlos Chaparro

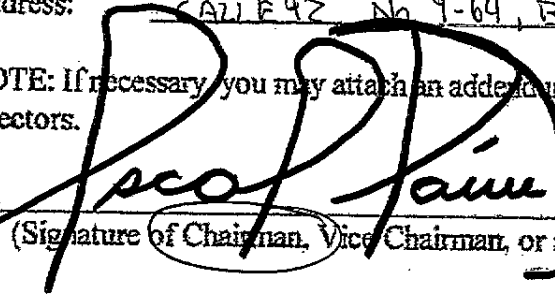
Address: CALLE 92 No. 9-64, BOGOTÁ, COLOMBIA

Treasurer: Oscar Gómez

Address: CALLE 92 No. 9-64, BOGOTÁ, COLOMBIA

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. OSCAR GÓMEZ, Chairman  
(Typed or printed name and capacity of person signing application)

11:53  
01 MAY 16 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EATON TRADING, INC.**

**ACTION OF THE BOARD OF DIRECTORS**

**BY**

**UNANIMOUS WRITTEN CONSENT**

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The undersigned, being the members of the Board of Directors of **Eaton Trading, Inc.** (the "Corporation"), hereby adopt the following resolutions as of the 24<sup>th</sup> day of April, 2001, by unanimous written consent pursuant to Section 141 of the Business Corporation Law of the State of Delaware:

**RESOLVED**, that the following persons be, and they hereby are, elected to the offices set opposite their name, to serve until the next annual meeting of directors and until their successors are elected:

President	Oscar Gómez
Treasurer	Oscar Gómez
Secretary	Carlos Chaparro

**RESOLVED**, that the seal, an impression of which is hereto attached, be and it hereby is, adopted as the corporate seal of the Corporation. [SEAL]

**RESOLVED**, that the form of stock certificate, a specimen of which is hereto attached, be, and it hereby is, adopted as the stock certificate of the Corporation.

**RESOLVED**, that this Board hereby accepts the offer of INDUSTRIA ELECTRO SONORA, S.A., a Colombian corporation, to subscribe to and pay for a total of 100 shares of Common Stock of the par value of \$1.00 each of this Corporation at a purchase price per share of \$1.00, or a total consideration of \$100.00, payable in cash.

**RESOLVED**, that this Board hereby determines that this Corporation, for its lawful corporate purposes, shall issue, sell and deliver to INDUSTRIA ELECTRO SONORA, S.A. said shares of Common Stock of this Corporation for a total consideration of \$100.00 and, upon the payment, the President and Secretary of this Corporation are authorized and directed to execute, issue and deliver to said INDUSTRIA ELECTRO SONORA, S.A. stock certificates for a total of 100 shares of Common Stock of this Corporation.

**RESOLVED**, that this Board hereby declares that said 100 shares of Common Stock of this Corporation, when issued and sold as aforesaid, shall be fully paid stock and not liable to any further call or assessment, nor shall the holders thereof be liable for any further payments with respect thereto; and this Board hereby directs that \$1.00 of the proceeds received from the sale of each share of Common Stock shall be credited to the capital stock account for the Common Stock, and all of such proceeds shall be added to the general funds of this Corporation and used for its corporate purposes as this Board may from time to time authorize.

**RESOLVED**, that the Corporation's fiscal year shall end on December 31st.

**RESOLVED**, that the President and Secretary be, and they hereby are, authorized and directed on behalf of the Corporation to establish such checking accounts and banking relationships as they may deem necessary and proper; and

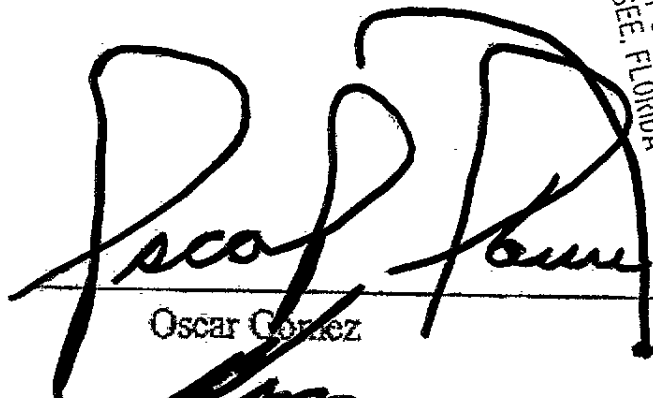
**FURTHER RESOLVED**, that the President and Secretary be, and they hereby are, authorized and directed on behalf of the Corporation to execute and deliver such banking resolutions in the standard form of the bank involved as may be required to establish such checking accounts and banking relationships.

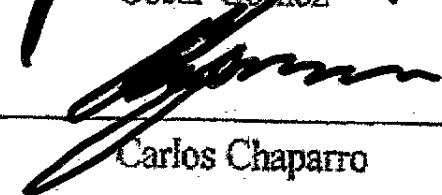
**RESOLVED**, that the President and Secretary be, and they hereby are, authorized and directed on behalf of the Corporation to pay all fees and expenses necessary and proper

for the formation and organization of the Corporation.

**RESOLVED**, that it is desirable and in the best interests of the Corporation to file an application with the State of Florida for a Certificate of Authority of the Corporation pursuant to provisions of the laws of Florida.

**FURTHER RESOLVED**, that the President and Secretary be, jointly and individually, and they hereby are, authorized and directed on behalf of the Corporation to execute all documents and to take all actions necessary or convenient to enable the Corporation to file an application with the State of Florida for a Certificate of Authority of the Corporation pursuant to provisions of the laws of Florida.

  
\_\_\_\_\_  
Oscar Gomez

  
\_\_\_\_\_  
Carlos Chaparro

FILED  
MAY 16 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EATON TRADING, 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 TENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EATON TRADING, INC." WAS INCORPORATED ON THE TENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
01 MAY 16 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
01 MAY 16 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1126958

DATE: 05-10-01