

F01000004305

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMPRESAS GRUPO MECAA HOLDING, S.A. 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:

100004533741--6
-08/14/01--01046--006
*****87.50 *****87.50

ANIA MORALES

(Name of Person)

EMPRESAS GRUPO MECAA HOLDING, S.A. CORPORATION

(Firm/Company)

15354 S.W. 41 TERRACE

(Address)

MIAMI, FLORIDA 33185

(City/State and Zip code)

For further information concerning this matter, please call:

ANIA MORALES

(Name of Person)

at (305) 803-8514

(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

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WLS/114

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

13p

**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. EMPRESAS GRUPO MECOA HOLDING, S.A. 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. REPUBLIC OF PANAMA 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 18TH, 2001 5. N/A
(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. 15354 S.W. 41 TERRACE MIAMI, FLORIDA 33185
(Principal office address)

15354 SW 41 TERRACE MIAMI, FLORIDA 33185
(Current mailing address)

8. INVESTMENTS, FINANCIAL CONSULTING DEVELOPMENT
(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)

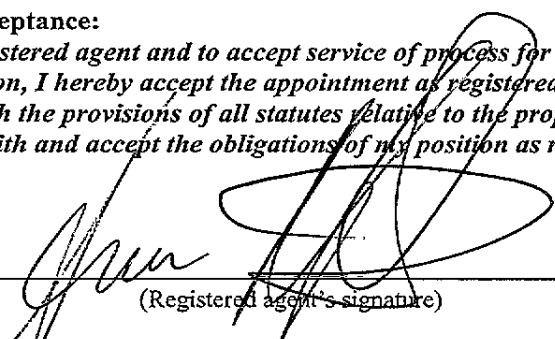
Name: ANIA MORALES

Office Address: 15354 SW 41 TERRACE

MIAMI Florida 33185
(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.


(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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: WILFREDO PEREZ RAMOS

Address: 6194 LAUREL LANE
TAMARAC, FLORIDA 33319

Vice Chairman: OSIRIS ROSARIO

Address: 325 STAN DRIVE
MELBORNE, FLORIDA 33904-1041

Director: OSIRIS ROSARIO

Address: 325 STAN DRIVE
MELBORNE, FLORIDA 33904-1041

Director: WILFREDO PEREZ RAMOS

Address: 6194 LAUREL LANE
TAMARAC, FLORIDA 33319

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B. OFFICERS

President: WILFREDO PEREZ RAMOS

Address: 6194 LAUREL LANE
TAMARAC, FLORIDA 33319

Vice President: OSIRIS ROSARIO

Address: 325 STAN DRIVE
MELBORNE, FLORIDA 33904-1041

Secretary: OSIRIS ROSARIO

Address: 325 STAN DRIVE MELBORNE, FLORIDA 33904-1041

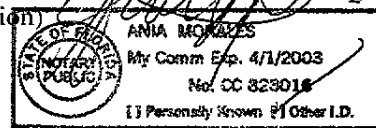
Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Osiris Rosario Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. OSIRIS ROSARIO WILFREDO PEREZ RAMOS
(Typed or printed name and capacity of person signing application)



FILDA-R-260-640-53-365-0
Republic of Panama - PEIS-145

Page 1

Republic of Panama
Province of Panama

Eleventh Notary's Office

Mr. _____

Eleventh Notary

Telephone:

51st Street and Aquilino de la Guardia Avenue, _____

Zip Code _____
Rep. of Panama

COPY

Deed number _____ of _____ of _____ of _____

By which formalizes copy of the Social Pact of the denominated limited company _____

Included _____ Stamped Document

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SEALATORY STATE
TALLAHASSEE FLORIDA

Page 2

Republic of Panama

National Stamps

Notary _____ Postal Office

Republic of Panama
Eleventh Notary's Office of Panama

Notary Document
Law _____ of 25 of July of 1996

Stamp: Republic of Panama
Eleventh Notary's Office

Public deed number one thousand and nine hundred and forty nine (1949)
By which formalizes copy of the Social Pact of the denominated limited company _____

Panama, 18 of May of 2001

In Panama City, Capital of the Republic and Head of the Notary's Office with the same denomination, on the eighteenth day (18) of the month of May of the year two thousand and one (2001), in the presence of _____ public notary of the eleventh notary's office of Panama, with identification document number, four – one hundred and thirty nine – two thousand and two hundred and fifty three (4-139-2253), were personally present the following people, _____, Panamanian man, of legal age, single, neighbor of this city, bearer of the Identification document number PE – fifteen – one hundred forty five (PE-15-145) and _____, male, Honduran, of legal age, neighbor of this city, bearer of the passport number seven hundred and eighteen thousand and five hundred and ninety eight (718599), both with

residence in Ecuador Street N 3-77, lower level, Calidonia, City of Panama, who gave me for their formalities as in effect I add to the protocol along the present Public Deed, copy of the social pact of the denominated limited company _____.

It remains done the requested formality and the copies requested by the interested ones will be issued. I informed that one copy of this document should be registered; and read how this deed was done to the people here present as testimonies _____, with identification document number, eight – one hundred and seventy five – three hundred and eighty one (8-175-381), and _____, with identification document number, eight – one hundred and sixty seven – four hundred and seventy four (8-167-474), both Panamanians of legal age, neighbors of this city, who I know and are capable to execute

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Republic of Panama

National Stamps

Notary __ Postal Office

Republic of Panama
Eleventh Notary's Office of Panama

Notary Document
Law _____ of 25 of July of 1996

this action, being able to perform the sale or commercialization of real estate operations from third parties; administrate construction projects as much of their own as of third parties, being able to provide financing as much of with own resources as of managing and obtaining financing from other sources. To establish, process and carry out businesses of a financial and investment company, perform commercial and financial operations by own account and/or for third parties, including fiduciary operations, to buy, to sell and to negotiate in all types of consuming objects, shares, bonds, any type of assets; to solicit and give money in type of loan, with or without guarantee, to hold, to extend, to fulfill and perform any type of contracts, to constitute itself as guarantor, to guarantee the accomplishment and fulfillment of all and any contracts, to dedicate to any licit business that it is not private preserved to the limited companies and to do perform any of the acts that precedes as principals, agents, fiduciaries or in any other representative form, being anything. THIRD: The share capital of the company will be of fifteen thousand Balboas (B/. 15,000.00), legal currency of the Republic of Panama, divided in one hundred and fifty (150) nominal shares with a minimum value of one hundred Balboas (B/. 100.00) each one, current legal currency of the Republic of Panama. The shares will be issued as nominal shares. Each share will grant one right to vote. FOURTH: The name of the subscribers of this Social Pact, their address and number of shares that each ones receives describes as the following: _____, one (1) share. _____ (1) share; which have been issued and paid. All the subscribers reside in the City of Panama. The Board of Directors of the company will authorize the issuing of shares and will assign its ownership. FIFTH: The Company's address will be at Ecuador Street N 3-77, lower level, Calidonia, City of Panama, Republic of Panama, but the company can establish new branches with address in the Republic of Panama and in any other part of the world. SIXTH: The number of the first Directors of this company

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Republic of Panama

National Stamps

Notary __ Postal Office

Republic of Panama
Eleventh Notary's Office of Panama

Notary Document
Law _____ of 25 of July of 1996

Stamp: Republic of Panama
Eleventh Notary's Office

any of the stipulations of this Social Pact, with the majority vote of fifty one percent (51%) of the issued shares, paid and outstanding, under the conformed laws of the Republic of Panama, being agreed that all the rights of this Social Pact confers the Dignitaries, the Board of Directors and the shareholders of this company are liable to its discretion. THIRTEENTH: The General Shareholders Board will meet once a year in ordinary session, in which the presence of the fifty one percent (51%) will constitute legal quorum, and in which the directors and the general manager will give a detailed report of the executions, projects and activities performed by the company during that period; financial statements of the company and its respective explanation, as well as the plans and projections for the following period. FOURTEENTH: The company will have preferred option to buy the company's shares of any of the shareholders that wish to sell them, for which they will have a term of thirty (30) days to communicate by writing to the company its intention to sell starting from the day that the shareholder wishes to sell. Expired this period, the Shareholders will be able to acquire them, for which they will have a term of thirty (30) days, from the notification from the Secretary of the company. The maximum price which the shareholder that wishes to sell its shares can offer to the company or to the other shareholders, will be established according to the market value of date of the sale. Once the previous terms are expired and the company or the shareholders haven't made use of its preferred right, the shareholder that wishes to sell has the freedom to offer his/her shares to whom he/she wishes. FIFTEENTH: The company can open bank accounts in any local or foreign bank, and the issued checks by the company will signed by The President and the Secretary of the same. The President of the company will be able to manage and obtain bank loans, to expedite and accept negotiable documents and any other transaction of economic character. SIXTEENTH: The contracts

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Republic of Panama

National Stamps

Notary ____ Postal Office

Republic of Panama
Eleventh Notary's Office of Panama

Notary Document
Law _____ of 25 of July of 1996

Stamp: Republic of Panama
Eleventh Notary's Office

Entered in the Public Registry of Panama
Province: Panama
Volume:
Presenter:
Liquidation No:
Entered by:

Date and Time:
Registry:
Certificate:
Total Rights:

Stamp: Republic of Panama
_____ of Public Registry

Registered the document _____
Department of
Form
Document
Rights
Panama, 24 of May of 2001

Stamp: Republic of Panama
Public Registry of Panama

Page 6

CASH

National Bank of Panama
Name of the Presenter
Certificate

PUBLIC REGISTRY OF PANAMA

Day Month Year

Amount to pay
Cash
Checks
Total

Rights of Registry and Qualification

Deed No. Notary Circuit

Date of Deed

Act: By which FORMALIZES THE SOCIAL PACT OF THE COMPANY _____

Registry Rights
Qualification Rights
Total

Liquidator (Public Registry)

Signature of the Depositor

Accept all the conditions mentioned at the back

CASH

National Bank of Panama
Name of the Presenter
Certificate

PUBLIC REGISTRY OF PANAMA

Day Month Year

Amount to pay
Cash
Checks
Total

Rights of Registry and Qualification

Deed No. Notary Circuit

Date of Deed

Act: By which RE-ENTRY _____

Registry Rights
Qualification Rights
Total

Liquidator (Public Registry)

Signature of the Depositor
Accept all the conditions mentioned at the back

Stamps: Republic of Panama
Public Registry of Panama

Stamps: National Bank of Panama

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



REPUBLICA DE PANAMA
PROVINCIA DE PANAMA

Notaría Undécima del Circuito

Lic. RAUL A. ADAMES FRANCESCHI
NOTARIO UNDECIMO

TELEFONOS: 264-2005
264-2094
264-3771
FAX: 265-2598

CALLE 51 Y AVENIDA AQUILINO DE LA GUARDIA N° 42
(AL LADO DEL BANCO DE BILBAO)

APARTADO POSTAL 6-565
EL DORADO, PANAMA
REP. DE PANAMA

COPIA

Escritura No. 1949 de 18 de mayo de 201

Por la cual se protocoliza copia del Pacto Social de la sociedad anónima denominada EMPRESAS GRUPO MECAA HOLDING, S.A.

54.50
10
64.50

INCLUIDO PAPEL SELLADO

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01 AUG 14 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10.00 Reingreso

8-467-43v

Quinto De Leon

merc
51802
2001
52804
2001

el cargo, encontraron conforme y le impartieron su aprobación, y la firman todos para constancia por ante mí, el Notario que doy fé.— El suscrito Notario hace constar que ha extendido la presente Escritura Pública con vista a minuta debidamente refrendada por el Licenciado ANTONIO MANUEL BOLIVAR CISNEROS, abogado en ejercicio, en cumplimiento a lo que establece la Ley 9 de Abril de 1984.

ESTA ESCRITURA LLEVA EL NUMERO MIL NOVECIENTOS CUARENTA Y NUEVE

(1949)

(Fdos.) WILFREDO PEREZ RAMOS JULIO CESAR MALDONADO HERNANDEZ

VIELKA XIOMARA REINA ROSA DE BENITEZ

RAUL ALBERTO ADAMES FRANCESCHI NOTARIO PUBLICO UNDECIMO DEL CIRCUITO DE PANAMA

PACTO SOCIAL

Entre los suscritos a saber: WILFREDO PEREZ RAMOS, varón, panameño, mayor de edad, soltero, vecino de esta ciudad, portador de la Cédula de Identidad Personal número PE-quince-ciento cuarenta y cinco (PE-15-145) y JULIO CESAR MALDONADO HERNANDEZ, varón, hondureño, mayor de edad, vecino de esta ciudad, portador del Pasaporte número setecientos diesiocho mil quinientos noventa y ocho (718599), ambos con domicilio en Calle Ecuador No 3-77, bajos, Calidonia, ciudad de Panamá, actuando en sus propios nombres, por este medio constituimos, formalizamos y suscribimos el presente PACTO SOCIAL de acuerdo a Ley de Sociedades Anónimas de la República de Panamá, compuesto por los siguientes artículos: PRIMERO: El nombre de la sociedad es: EMPRESAS GRUPO MECAA HOLDING, S.A. SEGUNDO: El objeto principal de la sociedad es el de dedicarse a la construcción, compra, venta, permuta, alquiler, arrendamiento de propiedades inmuebles, así como también toda clase de operaciones inmobiliarias, incluyendo el fraccionamiento y posterior loteo de parcelas destinadas a viviendas, urbanización, clubes de campo, hoteles y centros turísticos, parques industriales y explotaciones agrícolas o

será de tres (3). La Junta General de Accionistas podrá aumentar, sin embargo, el número de Directores procediendo también a la designación de los mismos. Los Directores tendrán a su cargo el manejo de la sociedad y ejercerán los poderes específicos consignados en los Estatutos de la sociedad y no será necesario ser accionista para ser Director. Los primeros Directores de la sociedad serán: WILFREDO PEREZ RAMOS; OSIRIS ROSARIO y JULIO CESAR MALDONADO HERNANDEZ, todos con dirección en Calle Ecuador N2 3-77, bajos, Calidonia, ciudad de Panamá. ——— SEPTIMO: La duración de la sociedad será perpétua a contar de la fecha de inscripción en el Registro Público de esta escritura, pero podrá disolverse si así lo determina la mayoría de los accionistas poseedores de las acciones emitidas, pagadas y en circulación. ——— OCTAVA: Los Dignatarios de la sociedad serán elegidos mediante Asamblea General de Accionistas convocada especialmente para este fin, y permanecerán en sus cargos por un periodo de CINCO (5) AÑOS, o hasta que sean removidos de los mismos por la Asamblea General de Accionistas. Mientras se haga nueva elección, quedan nombrados como primeros Dignatarios de la sociedad las siguientes personas: PRESIDENTE: WILFREDO PEREZ RAMOS; SECRETARIO: OSIRIS ROSARIO; TESORERO: OSIRIS ROSARIO; ——— NOVENO: La Junta General de Accionistas podrá hacer, alterar y derogar los Estatutos de la sociedad, fijar y variar de tiempo en tiempo las cantidades del capital social que mantendrá en reserva para cualquier fin lícito. ——— DECIMO: La Junta Directiva podrá celebrar reuniones, mantener una o más oficinas, llevar los libros de la sociedad en los sitios que la misma Junta en cualquier tiempo designe, dentro o fuera de la República de Panamá. ——— DECIMO PRIMERO: El ~~Representante~~ Legal de la sociedad lo será el PRESIDENTE y en su defecto EL SECRETARIO, y a falta de este cualquiera otra Persona escogida por la Junta Directiva para tal propósito. El agente Residente de la compañía lo será la firma forense BOLIVAR & BOLIVAR, con domicilio en calle Elvira Méndez, Edificio Banco de Boston, segundo piso No. 202, Ciudad de Panamá. ——— DECIMO SEGUNDO: La Junta General de Accionistas se reserva el derecho de reformar, alterar o derogar

otras transacciones celebradas entre esta y cualquiera otra sociedad no serán nulos ni anulables por el solo hecho de que uno o más de los Dignatarios o Directores de esta sociedad tengan interés en la otra, o sean Directores o Dignatarios de la misma, ni por el solo hecho de que uno o más de los Directores de esta sociedad, sean parte o estén interesados en dicho contrato o transacción. Los Directores o Dignatarios de esta sociedad quedan relevados de cualquier responsabilidad en que pudieran incurrir por contratar con la sociedad en beneficio de sí misma o de cualquier firma o Sociedad en la cual estén interesados a cualquier título.

Para constancia de lo arriba acordado, se firma la presente minuta por las partes que en el han intervenido, hoy dieciocho (18) de mayo del dos mil uno (2001).

(Fdos.) WILFREDO PEREZ RAMOS JULIO CESAR MALDONADO HERNANDEZ

Concuerda con su original esta copia que expido, sello y firmo en la ciudad de Panamá, a los dieciocho (18) días del mes de mayo del año dos mil un (2001).



Mic. Raúl A. Adams Franceschi
Notario Público Undécimo

Ingresado en el Registro Público de Panamá

Provincia: Panamá

Fecha y Hora: 2001/05/21 15:45:23:9

Tomo: 2001

Asiento: 51802

Presentante: EDUARDO DE LEON

Cedula: 8-467-435

Liquidación No.: 8090632

Total Derechos: 64.50

Ingresado Por: EDEHER

Geisa A. Córdoba B.



REPUBLICA DE PANAMA

REPUBLICA DE PANAMA
NOTARIA UNDECIMA DEL CIRCUITO DE PANAMA



PAPEL NOTARIAL

LEY N° 56 de 25 de julio de 1996



REGISTRO PUBLICO

Registrado en inscripción por
Eduardo de Leon

Panamá 22 de 5 del 2001
EL JEFE DE OFICINA



Ingresado en el Registro Público de Panamá

Provincia: Panamá

Tomo: 2001

Presentante: EDUARDO DE LEON

Liquidación No.: 2008091485

Ingresado Por: MACL

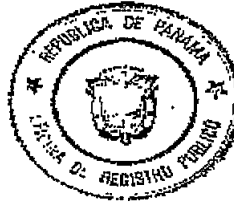
Fecha y Hora: 2001/05/23 14:14:20:3

Asiento: 52864

Cedula: 8.467.435

Total Derechos: 10.00

Gerardo Córdoba B.



INSCRITO EL DOCUMENTO EN EL REGISTRO PUBLICO DE PANAMA

Departamento de

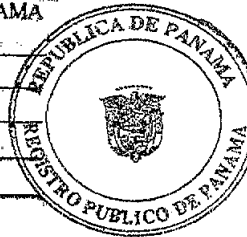
Ficha 400374

Documento 233327

Derechos B 64.50

Panamá, 24 de mayo del 2001

Yacinechi



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01 AUG 14 PM 1:34
ST. JOHNS, FLORIDA
TALLAHASSEE FLORIDA

f. 400374 d-233327

Nº 357578

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