

F01000004319

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: PRENTIS INTERNATIONAL INC.
(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:

Sofia Powell-Cosio P.A.

(Name of Person)

Sofia Powell-Cosio P.A.

(Firm/Company)

1390 Brickell Avenue Suite 200

(Address)

Miami, FL 33131

(City, State and Zip Code)

800004530888--1
-08/13/01--01108--017
*****87.50 *****87.50

Should you need to call someone concerning this matter, please call:

Sofia Powell-Cosio
(Name of Person)

at (305) 579 - 9988
Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2001 AUG 13 PM 1:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Prentis International Inc.
(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
(State or country under the law of which it is incorporated)
3. Will apply for
(FEI number, if applicable)
4. January 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. When authorized to do business
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1390 Brickell Avenue- Suite 200
Miami, FL 33131
(Current mailing address)
8. To own and transact real estate
(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:
Name: Sofia Powell-Cosio
Office Address: 1390 Brickell Avenue - Suite 200
Miami, Florida, 33131
(Zip Code)

FILED
2001 AUG 13 PM 1:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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.

Sofia Powell - Cosio
(Registered agent's signature)

... 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.

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

A. DIRECTORS

~~Chairman~~ DIRECTOR: Luis Alberto Rodriguez

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

~~Vice Chairman~~ DIRECTOR: Omaira Cordoba

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

Director: Luis Antonio Gordillo

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

Director: _____

Address: _____

B. OFFICERS

President: Luis Alberto Rodriguez

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

Vice President: _____

Address: _____

Secretary: Omaira Cordoba

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

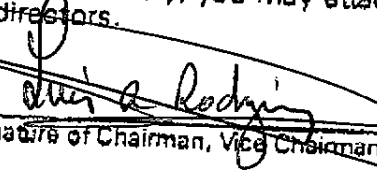
Treasurer: Luis Antonio Gordillo

Address: Edificio Plaza Bancomer, Calle 50

Panamá, Rep. de Panamá

FILED
2001 AUG 13 PM 1:01
DIVISION OF CORPORATIONS
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. Luis Alberto Rodriguez

(Typed or printed name and capacity of person signing application)

TUSR

PAG: 1

SIVE

CON VISTA A LA SOLICITUD: 277754.-

27/07/2001

C E R T I F I C A :

-----QUE LA SOCIEDAD : -----
PRENTIS INTERNATIONAL INC.
SE ENCUENTRA REGISTRADA EN LA FICHA: 325323 ROLLO: 52653 IMAGEN: 58
DESDE EL QUINCE DE ENERO DE MIL NOVECIENTOS NOVENTA Y SIETE ,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1) LUIS ALBERTO RODRIGUEZ
- 2) OMAIRA CORDOBA
- 3) LUIS ANTONIO GORDILLO

QUE SUS DIGNATARIOS SON:

PRESIDENTE

TESORERO

SECRETARIO


: LUIS ALBERTO RODRIGUEZ

: LUIS ANTONIO GORDILLO

: OMAIRA CORDOBA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL VEINTISIETE DE JULIO DE
DOS MIL UNO , A LAS 02:37:35.7 P.M.

NOTA: ESTA CERTIFICACION PAGO
DERECHOS POR UN
VALOR DE B/. 30.00
COMPROBANTE NO. 277754.-
FECHA: 27/07/2001


ORIEL CASTRO CASTRO
CERTIFICADOR



[TRANSLATION]

TUSR
SIVE

THE GENERAL OFFICE OF THE PUBLIC REGISTRY

In view of petition 277754

07/27/2001

CERTIFIES:

That the company
PRENTIS INTERNATIONAL INC.

has been registered at fiche 325323, roll 52653, image 58 since
January fifteenth, one thousand nine hundred and ninety seven.

That the company is in good standing.

That its directors are:

- 1- Luis Alberto Rodriguez
- 2- Omaira Cordoba
- 3- Luis Antonio Gordillo

That its officers are:

President	Luis Alberto Rodriguez
Treasurer	Luis Antonio Gordillo
Secretary	Omaira Cordoba

Issued and signed in the city of Panama on July twenty seventh, two
thousand and one, at 02:37:35 at 7:00 p.m.

Note: This certification paid fee stamps for B/.30.00

Receipt No. 277754

Date: 07/27/2001

(illegible signature)

Oriel Castro Castro

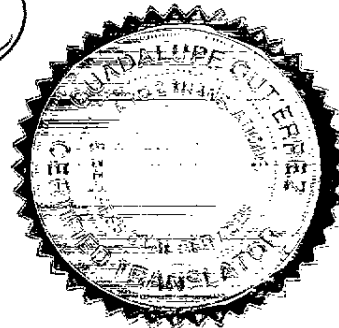
Certifying Officer [SEAL]

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA AT
LARGE, PERSONALLY APPEARED MRS. GUADALUPE GUTIERREZ, A CERTIFIED
TRANSLATOR FOR AND ON BEHALF OF A TO Z TRANSLATIONS & PROFESSIONAL
SERVICES CORP., WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT
SHE IS VERSED IN THE SPANISH AND THE ENGLISH LANGUAGES, AND THAT
THE PRECEDING IS A TRUE AND CORRECT TRANSLATION INTO THE ENGLISH
LANGUAGE OF THE ATTACHED DOCUMENT(S) IN SPANISH.


Guadalupe Gutierrez
Guadalupe Gutierrez



SWORN TO AND SUBSCRIBED BEFORE ME BY GUADALUPE GUTIERREZ, WHO IS
PERSONALLY KNOWN TO ME, THIS 26th DAY OF August, 2001.

Lina Manrique
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Name: Lina Manrique
Commission No. CC896540
Expires: December 19, 2003

 Lina Manrique
My Commission CC896540
Expires December 19, 2003