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 Division of Corporations  
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Florida Department of State  
 Division of Corporations  
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**FOREIGN PROFIT QUALIFICATION**

**CANDELARIA CORP**

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 25, 2001

CORPORATION SERVICE COMPANY

SUBJECT: CANDELARIA CORP.  
REF: W01000022169

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Letter Number: 301A00053252**RESUBMIT**  
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DIVISION OF CORPORATIONS  
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**APPLICATION FOR AUTHORITY  
OF  
CANDELARIA CORP.**

**Candelaria Corp.** (the "Corporation"), a foreign corporation desiring to conduct business in the State of Florida pursuant to Section 607.1503 of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is **Candelaria Corp.**
2. The jurisdiction of organization of the Corporation is the British Virgin Islands. The date of organization of the Corporation is September 21, 2001.
3. The Corporation shall have perpetual existence.
4. A Federal Employer Identification Number has been applied for.
5. The date on which the corporation will first transact business in Florida is upon qualification.
6. The address of the principal office and the mailing address of the Corporation is 999 N.E. 125 Street, North Miami, FL 33161.
7. The purpose of the Corporation is to engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
8. The name and street address of the Florida registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. The name and business address of the officers of the corporation are Raul Jacinto Naya, Cordoba 836, Buenos Aires, Argentina, who will serve in the capacity President, Secretary and Treasurer.

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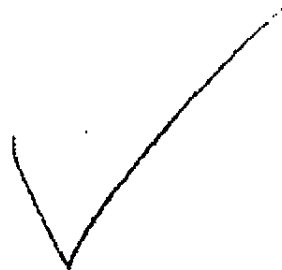
10. The name and address of the directors of the corporation are Adrian Santiago Deppe and Raul Jacinto Naya, Avenida Cordoba 836, Buenos Aires, Argentina.

11. Attached is a certificate of existence duly authenticated.

IN WITNESS WHEREOF, the undersigned officer has executed the foregoing Application for Authority this 24<sup>th</sup> day of September, 2001.

  
Raul Jacinto Naya

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DIVISION OF CORPORATIONS  
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### SECRETARY'S CERTIFICATE

**OF**

## RESOLUTIONS

**OF**

**CANDELARIA CORP.**

(a British Virgin Islands corporation)

This Certificate is delivered by **CANDELARIA CORP.**, a British Virgin Islands corporation (the "Corporation"), in connection with the qualification to transact business in Florida:

The undersigned, Adrian Santiago Deppe, Secretary of the Corporation, hereby certifies as follows:

1. I am the duly elected, qualified and acting secretary of the Corporation on the date hereof.
2. The following resolutions were adopted by the Directors of the Corporation as of September 25, 2001 in connection with the qualification to transact business in the State of Florida:

**WHEREAS**, the Corporation desires to qualify to transact business in the State of Florida; and

**WHEREAS**, the name of the Corporation is not available in the State of Florida; accordingly, the Directors of the Corporation hereby consent to the adoption of a forced fictitious name:

**RESOLVED**, that the Corporation be, and hereby will be known, upon qualification in the State of Florida, as Candelaria Corp., a BVI corporation, qualified to do business as Candelaria Corp. of BVI.

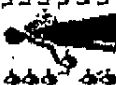
**RESOLVED**, that the officers of the Corporation be, and each hereby is, authorized and directed to execute and deliver any and all agreements, instruments, documents, declarations, reports and returns, and to take any and all other acts, in the name and on behalf of the Corporation, as shall be necessary or useful to effect fully the foregoing resolutions.

IN WITNESS WHEREOF, I have affixed my name as Secretary of this Corporation, and have affixed the Corporate Seal of the Corporation to this Certificate this 125 day of September, 2001.

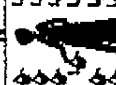
Adrian Santiago Deppe, Secretary

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

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 461580

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES  
pursuant to the International Business Companies Act, Cap. 291 that all  
the requirements of the Act in respect of incorporation having been satisfied,

CANDELARIA CORP.

is incorporated in the British Virgin Islands as an International Business  
Company this 6th day of September, 2001.

Given under my hand and seal at  
Road Town, in the Territory of the  
British Virgin Islands

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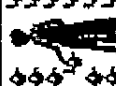
*[Signature]*

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DIVISION OF CORPORATIONS

REGISTRAR OF COMPANIES

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