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LAW OFFICE OF
SOFIA POWELL-COSIO, P.A.
1390 BRICKELL AVENUE
SUITE 200
MIAMI, FLORIDA 33131

TELEPHONE (305) 579-9988
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August 17, 2001

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*****87.50 *****87.50

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

Re: Sunriver Consultants Limited, a British Virgin Islands corporation
Our File No. SPC 01-192

Gentlemen:

Enclosed herewith please find the following documents in order to apply for the above captioned corporation to transact business in the State of Florida:

- 1) Transmittal Letter
- 2) Application by a Foreign corporation
- 3) Original Certificate of Good Standing
- 4) Our check No. 1979 in the amount of \$87.50

Please note that our check included the filing charges plus a Certificate of Status and Certified copy.

If you have questions, or comments, please do not hesitate to contact our office.

Sincerely,


Sofia Powell-Cosio

SPC: ms
Enclosures

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01 OCT 29 AM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: SUNRIVER CONSULTANTS LIMITED CORP.
(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

(Name of Person)

Sofia Powell-Cosio P.A.

(Firm/Company)

1390 Brickell Avenue-Suite 200

(Address)

Miami, FL 33131

(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

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. SUNRIVER CONSULTANTS LIMITED CORP.
(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. British Virgin Islands
(State or country under the law of which it is incorporated)
3. Will apply for
(FEI number, if applicable)
4. July 25th, 2001
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. When authorized
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o Sofia Powell-Cosio
1390 Brickell Avenue-Suite 200
Miami, FL 33131
(Current mailing address)
8. To own 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 P.A.

Office Address: 1390 Brickell Avenue-Suite 200
Miami, Florida, 33131
(Zip Code)

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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)
Sofia Powell-Cosio

... 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: N/A

Address: _____

Director: Paulo Leite Jr.
~~XXXXXX~~

Address: Rua Ipanema

991504 Rio de Janeiro, Brazil

Director: Paulo Leite

Address: Rua Ipanema

991504 Rio de Janeiro, Brazil

Director: Lia Leite

Address: Rua Ipanema

991504 Rio de Janeiro, Brazil

B. OFFICERS

President: and Secretary: Paulo Leite

Address: Rua Ipanema

991504 Rio de Janeiro, Brazil

Vice President: N/A

Address: _____

Secretary: See Above

Address: _____

Treasurer: N/A

Address: _____

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SECRETARY OF STATE

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. Paulo Leite - President-Secretary-Director

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

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

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 454068

SUNRIVER CONSULTANTS LIMITED

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

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 13th day of July, 2001 as Company No. 454068 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.

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SECRETARY OF STATE
PALM BEACH, FLORIDA

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 14th day of August, 2001

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN
CLERK CIRCUIT COURT

CRT10045

REGISTRAR OF COMPANIES