

**File** 000005879

TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** INTERNATIONAL FALLS, 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:

ALEJANDRO MUELLE, ESQ. 700004548817--1  
(Name of Person) -08/22/01--01055--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

MONARCH LAND TITLE AND GUARANTEE CO.  
(Firm/Company)

1450 MADRUGA AVENUE, SUITE 206  
(Address)

CORAL GABLES / FL / 33146  
(City/State and Zip code)

For further information concerning this matter, please call:

ALEJANDRO MUELLE at (305) 740-0808  
(Name of Person) (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

FILED  
2PM NOV 13 PM 2:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

32



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 28, 2001

ALEJANDRO MUELLE, ESQ.  
MONARCH LAND TITLE AND GUARANTEE CO  
1450 MADRUGA AVE SUITE 206  
CORAL GABLES, FL 33146

SUBJECT: INTERNATIONAL FALLS INC.  
Ref. Number: W01000019975

We have received your document for INTERNATIONAL FALLS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 901A00048912

FILED  
SEP 13 PM 2:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 23, 2001

ALEJANDRO MUELLE, ESQ.  
MONARCH LAND TITLE AND GUARANTEE CO  
1450 MADRUGA AVE SUITE 206  
CORAL GABLES, FL 33146

We have received your document for INTERNATIONAL FALLS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 801A00058305

FILED  
2001 NOV 19 PM 2:55  
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. INTERNATIONAL FALLS 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. PANAMA 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/13/1995 5. PERPETUAL  
(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. 50 Street, Plaza Bancomer Bldg., Floor #19, Panama City, Republic of Panama  
(Principal office address)
- JUAN DIAZ DE SOLIS, 1137 HURLINGHAM 1686, ARGENTINA  
(Current mailing address)

8. REAL ESTATE HOLDING COMPANY  
(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: ALEJANDRO MOELLE

Office Address: 1450 MADROGA AVENUE, #206  
CORAL GABLES, Florida 33146  
(City) (Zip code)

2001 NOV 13 10 25 AM  
DIVISION OF CORP. REGISTRATION  
TALLAHASSEE, FLORIDA  
FILED

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.

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

A. DIRECTORS

Chairman: Nicolas Pisarenko  
Address: Viamonte 1328, 5<sup>th</sup> Floor Office #20, Buenos Aires 1053 Argentina

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

Director: Zadie Llaurodo  
Address: 50 Street, Plaza Bancomer Bldg., Floor #19, Panama City, Republic of Panama

Director: Maria Patricia Diaz  
Address: 50 Street, Plaza Bancomer Bldg., Floor #19, Panama City, Republic of Panama

B. OFFICERS

President: Nicolas Pisarenko  
Address: Viamonte 1328, 5<sup>th</sup> Floor Office #20, Buenos Aires 1053 Argentina

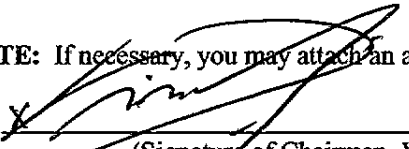
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Zadie Llaurodo  
Address: 50 Street, Plaza Bancomer Bldg., Floor #19, Panama City, Republic of Panama

Treasurer: Maria Patricia Diaz  
Address: 50 Street, Plaza Bancomer Bldg., Floor #19, Panama City, Republic of Panama

DIVISION OF  
REGISTRATION  
& ADMINISTRATION  
1-11-19  
11:55

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. NICOLAS PISARENKO, CHAIRMAN  
(Typed or printed name and capacity of person signing application)

TUSR

ANPI

CON VISTA A LA SOLICITUD: 210522

16/08/2001

C E R T I F I C A :

-----QUE LA SOCIEDAD : -----

INTERNATIONAL FALLS INC.  
SE ENCUENTRA REGISTRADA EN LA FICHA: 303827 ROLLO: 46491 IMAGEN: 56  
DESDE EL TREINTA DE JUNIO DE MIL NOVECIENTOS NOVENTA Y CINCO ,  
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:  
( 1 ) JORGE LUIS HERRERA  
( 2 ) ZAIDE LLAURADO

QUE SUS DIRECTORES SON:  
1 ) JORGE LUIS HERRERA  
2 ) ZADIE LLAURADO  
3 ) MARIA PATRICIA DIAZ

QUE SUS DIGNATARIOS SON:  
PRESIDENTE : JORGE LUIS HERRERA  
TESORERO : MARIA PATRICIA DIAZ  
SECRETARIO : ZADIE LLAURADO

QUE LA REPRESENTACION LEGAL LA EJERCERA:  
EL PRESIDENTE.

QUE SU AGENTE RESIDENTE ES: ROBLES Y ROBLES

DETALLE DEL CAPITAL :  
EL CAPITAL SOCIAL ES DE QUINIENTAS ACCIONES COMUNES NOMINATIVAS Y/O AL  
PORTADOR SIN VALOR NOMINAL.  
QUE SU DURACION ES PERPETUA  
QUE SU DOMICILIO ES PANAMA  
EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL DIECISEIS DE AGOSTO DE  
DOS MIL UNO , A LAS 10:49:57.1 A.M.

NOTA: ESTA CERTIFICACION PAGO  
DERECHOS POR UN  
VALOR DE B/. 30.00  
COMPROBANTE NO. 210522  
FECHA: 16/08/2001

ORIEL CASTRO CASTRO  
CERTIFICADOR



[TRANSLATION]

[COAT OF ARMS]

TUSR  
ANPI Republic of Panama  
Public Registry of Panama

In view of petition 210522

08/16/2001 CERTIFIES:

That the company

INTERNATIONAL FALLS INC.

has been registered at fiche 303827, roll 46491, image 56 since June thirtieth, one thousand nine hundred and ninety five.

That the company is in good standing.

That its shareholders are:

- 1- Jorge Luis Herrera
- 2- Zaide Llaurado

That its directors are:

- 1- Jorge Luis Herrera
- 2- Zadio Llaurado
- 3- Maria Patricia Diaz

That its officers are:

President	Jorge Luis Herrera
Treasurer	Maria Patricia Diaz
Secretary	Zadio Llaurado

That the legal representation of the company shall be exercised by:

The President

That its resident agent is Robles y Robles

Details of the capital:

That its corporate capital is five hundred nominal common shares and/or bearer shares without face value.

That its duration is perpetual.

That its domicile is Panama.

Issued and signed in the city of Panama, on August sixteenth, two thousand and one at 10:49:57.1 A.M.\*

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

Receipt No. 210522

Date: 08/16/2001

(illegible signature)

Oriel Castro Castro

Certifying Officer

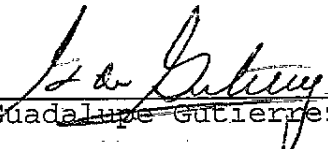
[SEAL]

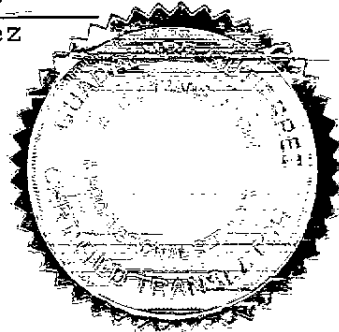


AFFIDAVIT

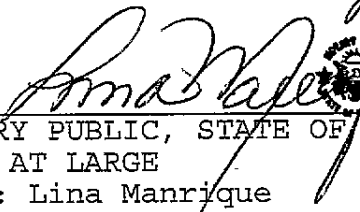
STATE OF FLORIDA            )  
  ) SS  
COUNTY OF MIAMI-DADE    )

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



SWORN TO AND SUBSCRIBED BEFORE ME BY GUADALUPE GUTIERREZ, WHO IS  
PERSONALLY KNOWN TO ME, THIS 21st DAY OF August, 2001.

  
\_\_\_\_\_  
Lina Manrique  
My Commission CC896540  
Expires December 19, 2003  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
Name: Lina Manrique  
Commission No. CC896540  
Expires: December 19, 2003