F01000006681

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ONGOING CARE SOLUTIONS, S.A. d/b/a OCS 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:

200004666432--0
-11/05/01--01065--017
~~*****87.50~~ *****87.50

G. BARRY WILKINSON, ESQUIRE
(Name of Person)

LEFTER, CUSHMAN & WILKINSON, P.A. W01-25644
(Firm/Company)

696 FIRST AVENUE NORTH, SUITE 201
(Address)

ST. PETERSBURG, FL 33701
(City/State and Zip code)

For further information concerning this matter, please call:

G. BARRY WILKINSON at (727) 823-1514
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

mt
11/27

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 7, 2001

G. BARRY WILKINSON
696 FIRST AVENUS NORTH, STE 201
ST PETERSBURG, FL 33701

SUBJECT: ONGOING CARE SOLUTIONS, S.A.
Ref. Number: W01000025646

We have received your document for ONGOING CARE SOLUTIONS, S.A. and your check(s) totaling $87.50. However, the document has not been filed and is being retained in this office for the following:

The orignal name is not avalibale and also your adopted name OCS International, Inc. is not avaliable as well; so therfore you would need to adopt and alternate name.,

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 201A00060478

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned RICHARD ALLEN NACE, do hereby certify
(Name)

that this Resolution of the Board of Directors of ONGOING CARE SOLUTIONS, S.A.

(Corporate Name)

a corporation duly organized and existing under the laws of ~~the State of~~ COSTA RICA,

was duly adopted on NOVEMBER 15, 2001.

Be it resolved, that ONGOING CARE SOLUTIONS, S.A.,
(Corporate Name)

organized and existing in ~~the State of~~ COSTA RICA, hereby adopts the name

ONGOING CARE SOLUTIONS INTERNATIONAL, INC. for use ~~in Florida~~.

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TALLAHASSEE, FLORIDA

Dated: 11/15/2001

Signature of either Chairman, Vice Chairman or any officer

RICHARD ALLEN NACE
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

INHS19(1/00)

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. ONGOING CARE SOLUTIONS, S.A. c
(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 COSTA RICA
(State or country under the law of which it is incorporated)

3. (APPLIED FOR)
(FEI number, if applicable)

4. JANUARY 24, 2001
(Date of incorporation)

5. 99 YEARS - JANUARY 24, 2100
(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. PARQUE INDUSTRIAL DEL OESTE, CARRETERA CIUDAD COLON, LOCAL 3-B, SANTA ANA - COSTA RICA
(Principal office address)

SJO 1905, P.O. BOX 025216, MIAMI, FL 33102
(Current mailing address)

8. MANUFACTURE AND SALES OF ORTHOTIC DEVICES
(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: G. BARRY WILKINSON

Office Address: 696 FIRST AVENUE NORTH, SUITE 201

ST. PETERSBURG, Florida 33701
(City) (Zip code)

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SECRETARY OF STATE
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.

(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: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: RICHARD ALLEN NACE

Address: PARQUE INDUSTRIAL DEL OESTE, CARRETERA CIUDAD COLON

LOCAL 3-B, SANTA ANA - COSTA RICA

Vice President: JEFFREY MORGAN JAVIER

Address: PARQUE INDUSTRIAL DEL OESTE, CARRETERA CIUDAD COLON,

LOCAL 3-B, SANTA ANA - COSTA RICA

Secretary: BARBARA NACE

Address: PARQUE INDUSTRIAL DEL OESTE, CARRETERA CIUDAD COLON LOCAL 3-B, SANTA ANA - COSTA RICA

Treasurer: NATALIE WANAMAKER JAVIER

Address: PARQUE INDUSTRIAL DEL OESTE, CARRETERA CIUDAD COLON, LOCAL 3-B, SANTA ANA - COSTA RICA

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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. RICHARD ALLEN NACE
(Typed or printed name and capacity of person signing application)

SELLO DEL NOTARIO

L

Favor no Rayar

CEDULA No. 1-839-188

Apdo. 947

BUFETE UMAÑA SOTO & ASOCIADOS

Lic. Federico Rucavado Luque

Abogado - Notario

San José, Costa Rica

Testimonio de Escritura

Jeffrey Morgan Javier y Barbara Nace, constituyen la Sociedad **"ONGOING CARE SOLUTIONS SOCIEDAD ANONIMA"**. Plazo social: noventa y nueve años. Capital Social: Diez mil colores, íntegramente suscrito y pagado. Representación judicial y extrajudicial: Presidente, Vicepresidente Secretario y Tesorero, actuando conjuntamente al menos dos de ellos.

Escritura otorgada en San José, a las 08:00 horas del día 23 de Enero del año 2001.

NOTARIO: FEDERICO RUCAVADO LUQUE.

SECCION MERCANTIL.

FILED
01 NOV 27 PM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Grupo
Reg. 45-3

[redacted]

Lic. Federico Rucavado Luque
ABOGADO – NOTARIO
San José, Costa Rica

TEL.: (506) 280-2211 / FAX: (506) 280-2532

APDO. POSTAL 220-1000 / e-mail: rucavado@racsa.co.cr

NUMERO CINCUENTA Y DOS: Ante mi, **FEDERICO RUCAVADO LUQUE**, Notario Público con oficina en San José, comparecen los señores **JEFFREY MORGAN JAVIER**, único apellido en razón de su nacionalidad estadounidense, mayor de edad, casado una vez, Empresario, vecino de San Rafael de Heredia. Monte de la Cruz, Finca Alto Monte, ciento cincuenta metros al Sureste de la esquina Sureste del Residencial El Castillo, portador de la cédula de residencia número ciento setenta y cinco-ciento treinta y un mil tres-cero once mil doscientos y **BARBARA NACE**, de un solo apellido en razón de su nacionalidad inglesa, mayor, casada una vez, empresaria, portadora del pasaporte de su país de origen número siete cero dos cero dos nueve ocho siete cero y vecina de San José, Piedades de Santa Ana, de la Pulpería La Parada doscientos metros al norte y cien metros al oeste; **Y DICEN:** Que han convenido en constituir, como en efecto ahora lo hacen, una sociedad anónima de acuerdo con el Código de Comercio, que se regirá por éste y por las siguientes cláusulas: **PRIMERA: DEL NOMBRE:** La sociedad se denominará **"ONGOING CARE SOLUTIONS SOCIEDAD ANONIMA"**, en español "Soluciones Continuas de Cuidado Sociedad Anónima"; podrá abreviarse su aditamento "S. A.". **SEGUNDA: DEL DOMICILIO SOCIAL:** El domicilio social será en San José, Piedades de Santa Ana, de la Pulpería La Parada doscientos metros al norte y cien metros al oeste, sin perjuicio de establecer agencias y sucursales en cualquier lugar de la República o fuera de ella. **TERCERA: DEL OBJETO:** El objeto es la industria, agricultura, ganadería, representación de casas extranjeras y el comercio en general y en la ejecución de tales fines podrá comprar, vender, hipotecar, pignorar, gravar, arrendar, enajenar y en cualquier forma poseer y disponer de toda clase de bienes muebles e inmuebles, derechos reales y personales. Podrá contratar con el Estado y sus Instituciones, sean éstas autónomas o semiautónomas; además podrá participar en licitaciones, tanto públicas como privadas y en cualquier concurso público o privado para la obtención de trabajos o ventas de productos de su gira comercial. Podrá negociar y obtener créditos o financiamientos de los Bancos del Sistema Bancario Nacional, Bancos Privados, Cooperativas, Asociaciones o cualquier entidad que destine fondos para las actividades que entiende su objeto social. Podrá abrir y operar cuentas corrientes y de cualquier otra clase en los Bancos, tanto nacionales como extranjeros y tendrá la facultad de recibir propiedad fiduciaria por contrato o por testamento, administrar fideicomisos, y toda clase de comisiones de confianza, igual que ejecutar toda clase de mandatos lícitos y remunerados. Podrá formar parte de otras sociedades, pudiendo también otorgar fianzas y garantías en favor de los socios o extraños o de ambos, si por tales actos percibe algún beneficio económico. Asimismo, podrá la sociedad adquirir sus propias acciones, pero en ningún caso podrá hacerlo por suma menor a su valor nominal, salvo que las adquiera por adjudicación judicial en pago de créditos a su favor, y mientras las

[redacted]

acciones pertenezcan a la sociedad, no podrán ser representadas en Asambleas de accionistas. 23/1/01 **CUARTA: DEL PLAZO SOCIAL:** El plazo social será de noventa y nueve años a partir del día de hoy. **QUINTA: DEL CAPITAL:** El Capital Social es la suma de **DIEZ MIL COLONES** representado por diez mil acciones comunes y nominativas de un colón cada una, íntegramente suscritas y pagadas por los socios de la siguiente manera: La señora BARBARA ANCE, suscribe y paga íntegramente, mediante el aporte de una letra de cambio por la suma de cinco mil colones a favor de la sociedad, cinco mil acciones comunes y nominativas de un colón cada una por un valor total de cinco mil colones; y el señor JEFFREY MORGAN JAVIER, suscribe y paga íntegramente, mediante el aporte de una letra de cambio por la suma de cinco mil colones a favor de la sociedad, cinco mil acciones comunes y nominativas de un colón cada una por un valor total de cinco mil colones. El suscrito Notario certifica que el capital social fue suscrito y pagado tal y como se indicó antes con vista en las letras de cambio que tuve a la vista. **SEXTA: DE LAS ACCIONES:** Las acciones serán firmadas por el Presidente y por el Secretario de la Junta Directiva. **SETIMA: DE LAS ASAMBLEAS DE ACCIONISTAS:** La Asamblea General de Accionistas será convocada por el Presidente de la Junta Directiva, por medio de aviso publicado en La Gaceta con no menos de quince días de anticipación a la Asamblea, no contándose dentro de ese plazo el día de la publicación ni el de la celebración de la Asamblea y se ajustará a lo dispuesto en los artículos ciento cincuenta y nueve, ciento cincuenta y cinco y ciento cincuenta y seis del Código de Comercio, según sea Ordinaria o Extraordinaria. **OCTAVA: DE LA ADMINISTRACION:** Los negocios sociales serán administrados por una Junta Directiva o Consejo de Administración integrado por un Presidente, un Vicepresidente, un Secretario y un Tesorero quienes durarán en sus cargos por todo el plazo social. Además habrá un Agente Residente, Abogado en ejercicio, con oficina abierta en el territorio nacional quien tendrá las facultades suficientes para atender notificaciones judiciales y administrativas en nombre de la sociedad. Corresponde la representación judicial y extrajudicial de la sociedad con facultades de Apoderados Generalísimos sin límite de suma, de conformidad con el artículo mil doscientos cincuenta y tres del Código Civil, corresponde al Presidente, Vicepresidente, Secretario y Tesorero de la Junta Directiva, actuando conjuntamente al menos dos de ellos de la siguiente manera: El Presidente conjuntamente con el Vicepresidente o en ausencia de éste con el Tesorero; el Vicepresidente conjuntamente con el Presidente o en ausencia de éste con el Secretario; en ausencia del Presidente y el Vicepresidente podrán actuar conjuntamente el Secretario y el Tesorero. Los apoderados podrán, además, sustituir su poder en todo o en parte, revocar sustituciones y hacer otras de nuevo, en todo caso reservándose o no sus facultades originales; igualmente podrán nombrar toda clase de apoderados especiales, generales o generalísimos, revocar esos poderes y conferir otros nuevos. **NOVENA: DE LAS REUNIONES DE LA JUNTA DIRECTIVA:** La Junta Directiva se reunirá ordinariamente un vez al año y extraordinariamente cuando sea convocada por el Presidente. La convocatoria a sesión de Junta Directiva será hecha mediante telegrama puesto con no menos de cuarenta y ocho horas de anticipación. Las reuniones tendrán quórum con la asistencia de dos de sus miembros cuando menos y las resoluciones se tomarán por mayoría de votos. **DECIMA: DE LAS VACANTES:** Las vacantes temporales de la Junta Directiva se llenarán por acuerdo de los restantes miembros; las definitivas por acuerdo de la Asamblea General de Accionistas, que deberá ser convocada de inmediato. **DECIMO PRIMERA: DE LOS INVENTARIOS Y BALANCES:** Cada año, al día treinta de setiembre se practicará inventario y balance; en la confección de este se estimarán los valores del activo por el precio del día, los créditos dudosos por su valor probable, no debiendo figurar en el activo los créditos incobrables. Los dividendos se pagarán en proporción a las acciones de cada socio y las pérdidas se soportarán en esa misma proporción y hasta por el aporte social hecho por ellos. De las utilidades netas de cada ejercicio anual se destinará un cinco por ciento para la formación de un fondo de reserva legal, obligación que cesará cuando dicha reserva legal alcance el veinte por ciento del Capital Social de la sociedad. **DECIMO SEGUNDA: DE LA VIGILANCIA:** La vigilancia de la sociedad estará a cargo de un Fiscal, socio o extraño, de nombramiento de la Asamblea General de Accionistas, quien durará en su cargo lo mismo que los miembros de la Junta Directiva y quien tendrá como facultades y obligaciones las determinadas en el artículo ciento noventa y siete del Código de Comercio. **DECIMO TERCERA: DE LA DISOLUCION Y DE LA LIQUIDACION:** La sociedad se disolverá por cualquiera de las causas que enumera el artículo doscientos uno del Código de Comercio, en cuyo caso se procederá a la liquidación por medio de un liquidador, que tendrá como facultades y obligaciones las que le sean fijadas en el acto de su nombramiento. HASTA AQUI LOS ESTATUTOS DE LA SOCIEDAD. En este mismo acto constituidos los socios en Asamblea General de Accionistas, acuerdan aprobar los anteriores estatutos y hacer los siguientes nombramientos: **PRESIDENTE:** El señor **RICHARD ALLAN NACE,** de un solo apellido en razón de su nacionalidad estadounidense, mayor, casado una vez, Master en Administración

Z 7550224

de Negocios, portador del pasaporte de su país de origen número Z siete cinco cinco cero dos dos cuatro y vecino de San José, Piedades de Santa Ana, de la Pulpería La Parada doscientos metros al norte y cien metros al oeste; **VICEPRESIDENTE:** El socio **JEFFREY MORGAN JAVIER,** de calidades antes indicadas; **SECRETARIA:** La socia **BARBARA NACE,** de calidades antes indicadas; **TESORERA:** La señora **NATALIE WANAMAKER JAVIER,** único apellido en razón de su nacionalidad estadounidense,

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mayor de edad, casada una vez, Empresaria, vecina de San Rafael de Heredia. Monte de la Cruz, Finca Alto Monte, ciento cincuenta metros al Sureste de la esquina Sureste del Residencial El Castillo, portadora de la cédula de residencia número ciento setenta y cinco – ciento setenta y siete mil ochocientos setenta y cuatro – cero doce mil novecientos sesenta y siete y **FISCAL**: El señor **RAUL VIALES VIALES**, mayor, viudo de sus únicas nupcias, oficinista, vecino de San José, calle veintitrés, avenida diez bis, número mil noventa y siete, portador de la cédula de identidad número cinco-doscientos ocho-tresicentos cinco, quien desde ya deja constancia que por el ejercicio del mismo no recibirá ni percibirá emolumento alguno. Estando todos los designados presentes aceptan los cargos a ellos conferidos, juran su fiel desempeño y entran de inmediato en el ejercicio de sus funciones. Igualmente se procede a nombrar como **AGENTE RESIDENTE** al señor Licenciado **FEDERICO RUCAVADO LUQUE**, mayor, casado una vez, Abogado, vecino de San José, portador de la cédula de identidad número uno-ochocientos treinta y nueve-ciento ochenta y ocho, quien estando presente en esta misma Asamblea acepta el cargo a él conferido entendido de las responsabilidades y deberes que involucra el mismo y para tales efectos de una vez indica que tiene oficina abierta en el territorio nacional situada en la Provincia de San José, Zapote, de Ortiz y Compañía cien metros al sur, Bufete Umaña Soto y Asociados. Presentes todos los designados, aceptan sus cargos, prometen su fiel desempeño y entran en el ejercicio de sus funciones. Expido un PRIMER TESTIMONIO para el Presidente de la Junta Directiva de la sociedad aquí constituida. Leído lo escrito a los comparecientes, resultó conforme, manifestaron que lo aprueban y firmamos en la ciudad de San José, a las ocho horas del día veintitrés de Enero del año dos mil uno.- ILEGIBLE.- ILEGIBLE.- ILEGIBLE.- ILEGIBLE.- ILEGIBLE.- FEDERICO RUCAVADO LUQUE .-.-.-.-.-.- Lo anterior es copia fiel y exacta de la escritura número cincuenta y dos, visible al folio treinta y nueve frente del Tomo Cuarto de mi Protocolo. Confrontado con su original resultó conforme y lo extiendo como primer testimonio en el mismo momento de suscribir la matriz.

EL SUSCRITO NOTARIO, DEBIDAMENTE AUTORIZADO POR LAS PARTES SOLICITA SE EXTIENDA LA CORRESPONDIENTE CEDULA DE PERSONA JURIDICA, PARA LO CUAL APORTA LOS TIMBRES DE LEY. SAN JOSE, VEINTITRES DE ENERO DEL AÑO DOS MIL UNO.

[redacted]

El suscrito Notario hace constar que la solicitud de publicación del Edicto de Ley se canceló mediante recibo número treinta y un mil cuatrocientos quince. San José, veintitrés de Enero del año dos mil uno. E

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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24/01/2001 BANCO DE COSTA RICA 08:09:16

*** TASACION ELECTRONICA ***

933 REGISTRO NACIONAL

NUMERO ENTERO: 01240135-8

TIMBRE REGISTRO NACI	8,675.00
TIMBRE DE EDUCACION	750.00
TIMBRE FISCAL	12.50
TIMBRE ARCHIVO NACIO	10.00
TIMBRE COLEGIO DE AB	0.00
MUNI SANTA ANA	20.00

SUB-TOTAL	******9,467.50
DESCUENTO	*******568.05
TOTAL COLONES	******8,899.45

486 / 01330

IMPUESTO D.G.T.D. ***********.**

TASACION 01039801-5
REGISTRO MERCANTIL Y PERSONAS
ACTO CONSTITUCION DE SOCIEDAD

MONTO TASADO *****10,000.00
DESCRIPCION
BOLETA 752785
FINCA/MOTOR

FECHA 24/01/2001

====================================

...ECCION DE PERSONAS JURIDICAS
...do en la Sección MERCANTIL
...o(s) ... 1334
...o(s) ... 238
...nto ... 270
...na Jurídica ... 3-101- 295040
... Fecha 26/01/01
Firma del Funcionario

BCR BANCO DE COSTA RICA
OFICINA EN EL REGISTRO NACIONAL
24 ENE 2001
NORMAN VICTORY BONILLA
SELLO CAJERO
CAJERO

Federico Rucavado Luque
1-839-158

Box 947

UMAÑA SOTO & ASOCIADOS, LAW FIRM

Federico Rucavado Luque, Esq.

Attorney at Law – Notary Public

San Jose, Costa Rica

Testimony of Deed

Jeffrey Morgan Javier and Barbara Nace, constitute the corporation **"ONGOING CARE SOLUTIONS SOCIEDAD ANONIMA"**. Corporate Term: Ninety-nine years. Capital: Ten thousand colones, fully subscribed and paid. Judicial and extra judicial representation: President, Vice-president, Secretary and Treasurer, acting jointly at least two of them.

Deed authorized in San Jose, at 08:00 hours of January 23rd of the year 2001.

NOTARY PUBLIC: FEDERICO RUCAVADO LUQUE.

MERCANTILE SECTION.

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01 NOV 27 PM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Federico Rucavado Luque, Esq.
ATTORNEY AT LAW – NOTARY PUBLIC
San Jose, Costa Rica

TEL.: (506) 280-2211 / FAX: (506) 280-2532

P.O. BOX 220-1000 / email: rucavado@racsa.co.cr

NUMBER FIFTY TWO: Before me, **FEDERICO RUCAVADO LUQUE**, Notary Public with office in San José, appear Messrs. **JEFFREY MORGAN JAVIER**, who uses only one surname in view of his United States nationality, of legal age, married one time, business man, resident of San Rafael of Heredia, Monte de la Cruz, Finca Alto Monte, one hundred and fifty meters southeast from the southeast corner of Residencial El Castillo, bearing residence card number one hundred and seventy five – one hundred thirty one thousand and three – zero eleven thousand two hundred and **BARBARA NACE,** who uses only one surname in view of her British nationality, of legal age, married one time, business woman, bearing passport of her country of origin number seven zero two zero two nine eight seven zero and resident of San Jose, Piedades of Santa Ana, two hundred meters north and one hundred meters west from Pulperia La Parada; **AND STATE**: That they have agreed to organize, as in fact they do herein, a corporation in observance of the Commercial Code, which shall be governed by the same and by the following provisions: **FIRST: IN REFERENCE TO THE NAME**: The corporation shall be designated **"ONGOING CARE SOLUTIONS SOCIEDAD ANONIMA"**, in Spanish "Soluciones Continuas de Cuidado Sociedad Anónima", the attachment may be abbreviated to, "S.A.". **SECOND: IN REFERENCE TO THE CORPORATE DOMICILE:** The corporate domicile shall be in San Jose, Piedades of Santa Ana, two hundred meters north and one hundred meters west from Pulperia La Parada, without affecting the fact that it may establish agencies and branches in any party of the Republic or abroad. **THIRD: IN REFERENCE TO THE OBJECT**: The object is industry, agriculture, cattle-raising, representation of foreign companies, and commerce in general, and in the execution of said purposes, it may purchase, sell, mortgage, pledge, encumber, lease, transfer ownership, and in any way own and dispose of any and all types of real estate and personal property, in rem and personal rights. It may enter into agreements with the Government and its institutions, whether autonomous or semi-autonomous, it may further participate in bids, both public as well as private, and in any other public or private licitation for the attainment of works and sale of products in its commercial course of business. It may negotiate and attain credits or financing from Banks pertaining to the National Banking System, Private Banks, Cooperatives, Associations and any other entity which assigns funds for the activities covered in its corporate objective. It may open and operate current accounts and those of any other type in Banks, both domestic as well as foreign, and it shall have the power to receive properties under trust ownership whether through agreement or testament, manage trust funds and any other type of trust commissions, as well as execute all types of legal and remunerated commissions. It may form part of other corporations, to which it may grant sureties and guarantees in favor of shareholders or

[redacted]

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outsiders or both, provided an economic retribution is attained thereby. The corporation may further acquire its own shares, but it no case may it do so for a sum lower than its face value, unless it acquires the same through judicial award for payment of credits in its favor, and as long as the shares pertain to the corporation, these cannot be represented in Shareholders' Meetings. **FOURTH: CORPORATE TERM:** The corporate term shall be ninety nine years as of today. **FIFTH: IN REFERENCE TO THE CAPITAL:** The Corporate Capital is the sum of **TEN THOUSAND COLONES**, represented by ten thousand common and registered shares of one colon each, fully subscribed and paid by the shareholders as follows: Shareholder BARBARA NACE, subscribes and fully pays, through payment of bill of exchange for the sum of five thousand colones in favor of the corporation, five thousand common and registered shares of one colon each, for a total value of five thousand colones; and shareholder JEFFREY MORGAN JAVIER, subscribes and fully pays, through payment of bill of exchange for the sum of five thousand colones in favor of the corporation, five thousand common and registered shares of one colon each, for a total value of five thousand colones. The undersigned Notary hereby certifies that the capital stock was subscribed and paid as indicated above, as verified on the bills of exchange I saw. **SIXTH: IN REFERENCE TO SHARES:** The shares shall be signed by the President and by the Secretary of the Board of Directors. **SEVENTH: IN REFERENCE TO THE SHAREHOLDERS' MEETINGS**: The General Shareholders' Meeting shall be summoned by the President of the Board of Directors, through notice published in "La Gaceta" at least fifteen days prior to the date of the Meeting, not including within such term the day of the publication and the day on which the meeting is to be held, and the provisions of Articles one hundred fifty nine, one hundred fifty five, and one hundred fifty six of the Commercial Code shall be observed therein, whether a General or Extraordinary Meeting. **EIGHTH: IN REFERENCE TO THE ADMINISTRATION:** The corporate affairs shall be managed by a Board of Directors or Administration Board formed by a President, a Vice President, a Secretary and a Treasurer, who shall remain in their positions for the full corporate term. In addition, there will be a Resident Agent, a practicing Attorney at Law, having an office operating in the national territory, who shall have sufficient power to receive judicial and administrative notices in the name of the corporation. The President, Vice President, Secretary and Treasurer of the Board of Directors shall be responsible for the judicial and extra-judicial representation of the corporation, and shall be vested with universal powers of attorney without limit of sum, as provided in Article one thousand two hundred fifty three of the Civil Code, acting **jointly** at least two of them as follows: The President acting jointly with the Vice President or in its absence with the Treasurer; the Vice President acting jointly with the President or in its absence with the Secretary; in absence of the President and Vice President, acting jointly the Secretary and Treasurer. They may further substitute their power, whether totally or partially, revoke substitutions and make new ones, in every case retaining or not their original powers; they may in addition appoint parties with all type of special, general or universal powers of attorney, revoke such powers and grant new ones. **NINTH: IN REFERENCE TO MEETINGS OF THE BOARD OF DIRECTORS:** The Board of Directors shall meet ordinarily once a year and extraordinarily when summoned by the President. The notice to a meeting of the Board of Directors shall be made through telegram sent not less than forty eight hours in advance. The meetings shall have quorum with the presence of two of its members at least, and resolutions shall be made by unanimous vote. **TENTH: IN REFERENCE TO VACANCIES:** Temporary vacancies in the Board of Directors shall be filled by agreement of the remaining members; those that are definite shall be through agreement of the General Shareholders' Meeting, which shall be summoned immediately. **ELEVENTH: IN REFERENCE TO INVENTORIES AND BALANCE STATEMENTS**: Each year, on September thirtieth, an inventory and balance statement shall be prepared; in order to do so the following shall be considered: the values of the assets on the price of the day, uncertain credits for their probable value, and bad credits cannot be considered within the assets. Dividends shall be paid in proportion to the shares pertaining to each shareholder, and losses shall be covered in the same proportion and up to the contribution to the corporation made thereby. Five percent from the net profits of each yearly term shall be employed for the formation of a legal reserve fund, such obligation shall cease when such reserve reaches twenty percent of the Capital Stock of the corporation. **TWELFTH: IN REFERENCE TO SURVEILLANCE**: The surveillance of the corporation shall be assigned to a Comptroller, whether a shareholder or outsider, appointed by the General Shareholders' Meeting, who shall remaining in his/her position the same time as the members of the Board of Directors and who shall have the powers and obligations established in Article one hundred ninety seven of the Commercial Code. **THIRTEENTH: IN REFERENCE TO THE DISSOLUTION AND LIQUIDATION:** The corporation shall dissolve in view of any of the causes listed in Article two hundred one of the Commercial Code, in such case, the procedure to follow shall be that of liquidation through a liquidator who shall have the powers and obligations established upon his/her appointment. THE BYLAWS OF THE CORPORATION ARE TO THIS POINT. In this same act, being the shareholders gathered in a General Shareholders' Meeting, the hereby agree to approve the above bylaws and make the following appointments: **PRESIDENT**: **Mr. RICHARD ALLAN NACE**, who uses only one surname in view of his United States

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nationality, of legal age, married one time, Master in Business Administration, bearing passport of her country of origin number Z seven five five zero two two four and resident of San Jose, Piedades of Santa Ana, two hundred meters north and one hundred meters west from Pulperia La Parada; **VICE PRESIDENT: Mr. JEFFREY MORGAN JAVIER,** of above stated personal data; **SECRETARY:** Shareholder **BARBARA NACE,** of above stated personal data; **TREASURER: Mrs. NATALIE WANAMAKER JAVIER,** who uses only one surname in view of his United States nationality, of legal age, married one time, business woman, resident of San Rafael of Heredia, Monte de la Cruz, Finca Alto Monte, one hundred and fifty meters southeast from the southeast corner of Residencial El Castillo, bearing residence card number one hundred seventy five – one hundred seventy seven thousand eight hundred seventy four – zero twelve thousand nine hundred sixty seven and **COMPTROLLER: Mr. RAUL VIALES VIALES,** of legal age, widow of his only marriage, clerk, resident of San José, twenty third street, tenth avenue bis, number one thousand ninety seven, bearing Costa Rican identification number five – two hundred eight – three hundred five, who as of now confirms that for the exercise thereof he shall receive no compensation whatsoever. Being all those appointed present herein, they accept such positions, take an oath for their faithful fulfillment and immediately begin to exercise their duties. It is further proceeded to appoint as **RESIDENT AGENT, FEDERICO RUCAVADO LUQUE, ESQ.** of legal age, married one time, Attorney at Law, resident of San José, bearing Costa Rican identification number one – eight hundred thirty nine – one hundred eighty eight, who being present in the Meeting accepts the appointment conferred upon him, acknowledging the responsibilities and duties implied thereby and for such purposes he states to have an office operating in the national territory, located in the Province of San Jose, Zapote, from Ortiz y Compañia, one hundred meters South, Bufete Umaña Soto y Asociados. Being all those appointed herein present, their accept their positions, promise their faithful fulfillment thereof and enter into the exercise of their duties. I hereby issue a FIRST CERTIFIED COPY for the President of the Board of Directors of the corporation organized herein. Having read the above to the parties appearing hereto, it is correct, the declare to approve the same and we sign in the city of San José, at eight hours of January twenty third of the year two thousand one. UNREADABLE.- UNREADABLE.- UNREADABLE.- UNREADABLE.- UNREADABLE.- FEDERICO RUCAVADO LUQUE.- **

The above is a true and precise copy of deed number fifty two, found on front of page thirty nine of my Fourth Book of Legal Registrations. Compared with the original, it is correct, and I issue this as first certified copy upon the issuance of the original. *SIGNATURE UNREADABLE.*

[redacted]

THE UNDERSIGNED NOTARY, DULY AUTHORIZED BY THE PARTIES, HEREBY REQUESTS THE ISSUANCE OF THE CORRESPONDING CORPORATE IDENTIFICATION NUMBER, TO WHICH HE ATTACHES THE LEGAL STAMPS. SAN JOSE, JANUARY TWENTY THIRD OF THE YEAR TWO THOUSAND ONE. *SIGNATURE UNREADABLE.*

The undersigned Notary hereby attests to the fact that the request for the publication of the Edict of Law was paid through receipt number thirty one thousand four hundred fifteen. San Jose, January twenty third of the year two thousand one. *SIGNATURE UNREADABLE.*

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TALLAHASSEE, FLORIDA

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24/01/2001 BANK OF COSTA RICA 08:09:16
*** ELECTRONIC VALUATION ***
933 NATIONAL REGISTRY
PAYMENT NUMBER: 01230135-8

NATIONAL REGISTRY STAMP	8,675.00
EDUCATION STAMP	750.00
FISCAL STAMP	12.50
NATIONAL CLERK STAMP	10.00
LAWYERS' ASSOCIATION STAMP	0.00
MUNICIPALITY OF SANTA ANA STAMP	20.00
SUB-TOTAL	******9,467.50
DISCOUNT	*******568.05
COLONES TOTAL	******8,899.45
D.G.T.D. TAX	********** **

VALUATION 01039801-5
REGISTRY MERCANTILE AND PERSONS
ACT CONSTITUTION OF A COMPANY

VALUATION AMOUNT *****10,000.00
DESCRIPTION
RECEIPT 752785
PROPERTY/MOTOR

DATE 24/01/2001

MANAGEMENT OF ARTIFICIAL PERSONS
Registered in the MERCANTILE Section
Tome (s) 1374
Folio (s) 238
Entry 270
Identification Document 3-101-285070
Drs.
Dev. Date 26/01/01
Unreadable signature
Officer Signature

****

I, FEDERICO RUCAVADO LUQUE, Notary Public of the Republic of Costa Rica, according to article seventy two of the Notary Code, in view of my knowledge of the English language, attest that this document is a true translation from Spanish language to English language of the document attached. San Jose, Costa Rica, September twenty sixth of the year two thousand one.

[redacted]

Yo, FEDERICO RUCAVADO LUQUE, Notario Público de la República de Costa Rica, de conformidad con el artículo setenta y dos del Código Notarial, in vista de mi conocimiento del idioma Inglés, hago constar que este documento es traducción fiel del idioma español al idioma inglés, del documento que se le adjunta. El documento será utilizado en los Estados Unidos de América. San José, Costa Rica, veintiséis de setiembre del año dos mil uno.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DNN

REPUBLICA DE COSTA RICA
PODER JUDICIAL
DIRECCION NACIONAL DE NOTARIADO

LICDA. ALICIA BOGARIN PARRA. Directora Nacional de Notariado del Poder Judicial, en ejercicio de las facultades que le otorga el Código Notarial y el acuerdo tomado por la Corte Plena en la sesión celebrada el 2 de noviembre de 1998, artículo IX, **HACE CONSTAR:** Que es auténtica la anterior firma del (de la) Notario (a) Público (a) Licenciado (a) FEDERICO RUCAVADO LUQUE, quien en la actualidad se halla en ejercicio de sus funciones. Esta razón no implica juicio alguno en cuanto a la forma y contenido del documento.******************************

ES CONFORME, San José, dos primero días del mes de octubre de dos mil uno. Se agregan y cancelan los timbres de ley.************************************

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PODER JUDICIAL
DIRECCION NACIONAL DE NOTARIADO
COSTA RICA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPUBLICA DE COSTA RICA

CORTE SUPREMA DE JUSTICIA

SECRETARIA GENERAL

SILVIA NAVARRO ROMANINI, Secretaria General de la Corte Suprema de Justicia, en ejercicio de las facultades que le otorga el artículo 141 de la Ley Orgánica del Poder Judicial, **HACE CONSTAR**: Que es auténtica la firma anterior de la Licenciada **ALICIA BOGARIN PARRA**, Directora Nacional de Notariado, quien en la actualidad se halla en ejercicio del cargo. Esta razón no implica juicio alguno en cuanto a la forma y contenido del documento.-------

ES CONFORME: San José, primero de octubre del dos mil uno. Se agregan y cancelan los timbres de ley.--

CORTE SUPREMA DE JUSTICIA * COSTA RICA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPUBLICA DE COSTA RICA

MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor Silvia Navarro Romanini

Corte Suprema Justicia

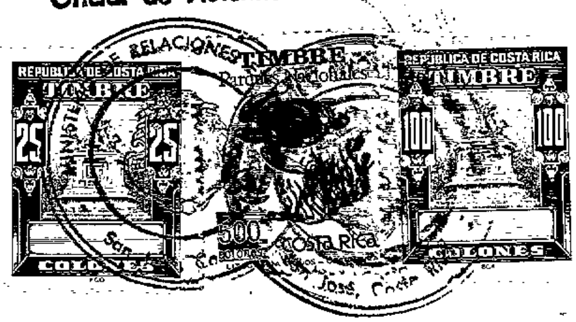
E S A U T E N T I C A

San José, 02 OCT 2001 de 199

Esta autenticación no implica responsabilidad en cuanto al contenido del documento.

Hannia Porras García

Oficial de Auténticaciones



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TALLAHASSEE, FLORIDA