F02000000473

33.

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Titan Intercontinental, S.A.
(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:

Jesus Sanchelima, Esq.
(Name of Person)

200004745602--3
-12/31/01--01087--005
*****87.50 *****87.50

Sanchelima & Associates, P.A.
(Firm/Company)

W02-208

235 S.W. Le Jeune Road
(Address)

Miami, Florida 33134
(City/State/Zip)

FILED
02 JAN 29 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Jesus Sanchelima, Esq. at (305) 447-1617
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

1/30

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

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2002

JESUS SANCHELIMA
235 S.W. LE JEUNE ROAD
MIAMI, FL 33134

SUBJECT: TITAN INTERCONTINENTAL, S.A.
Ref. Number: W02000000208

We have received your document for TITAN INTERCONTINENTAL, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is $5765.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 702A00000321

FILED
02 JAN 29 PM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT

The undersigned hereby declares, under oath, as follows:

1. I am counsel for Titan Intercontinental, S.A. and have access to the corporate records of the corporation with respect to its activities in Florida.

2. Titan Intercontinental, S.A. is a Colombian corporation engaged in the business of currency exchange and transfers of funds in that country. As part of its services, the corporation transacts business in interstate commerce between Florida and other states, including Colombia, with licensed money transmitters licensed by the Florida Department of Banking. Titan Intercontinental, S.A. does not transact business with the public in Florida or in any other state of the United States.

3. Titan Intercontinental S.A. does not have a business office in Florida nor does it have a bank account in this state.

4. The date entered in space No. 6 (December 10, 1996) corresponds to the date it engaged in interstate business transactions in Florida, a business activity that does not constitute transacting business within the meaning of F.S. 607.1501(1) since it is specifically exempted under F.S. 607.1501(2)(i).

5. The undersigned understands that the entry in space No. 6 is correct but specifically excluded from the prohibitions of F.S. 607.1501(1) and thus not subject to the civil penalties liability referred to in the communication dated January 3, 2002 (Letter No. 702A00000321).

FILED
02 JAN 29 PM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Further Affiant Sayth No.

Jesus Sanchelima, Esq.

County of Miami-Dade
State of Florida

SWORN AND SUBSCRIBED before me this 16 th day of January, 2002.

Notary Public

My Commission Expires on:

Flor A Sanchelima
My Commission DD059558
Expires October 27 2005

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. Titan Intercontinental, S.A.
(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. Colombia
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. October 13, 1989
(Date of incorporation)

5. October 13, 2079
(Duration: Year corp. will cease to exist or "perpetual")

6. December 10, 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Carrera 4a No. 11-33, Pisos 6
Cali, Colombia
(Current mailing address)

8. Financial services
(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: Sanchelima & Associates, P.A.

Office Address: 235 S.W. Le Jeune Road

Miami, Florida , Florida, 33134
(Zip code)

FILED
JAN 29 PM 11:22
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.

X [signature]
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: ____________________

Address: ____________________

____

Vice Chairman: ____________________

Address: ____________________

____

Director: Juan Jose Botero

Address: Carrera 4a, No. 11-33, Piso 6, Cali, Colombia

____

Director: Beatriz Cristina Navia

Address: Carrera 4a, No. 11-33, Piso 6, Cali, Colombia

____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: ____________________

Address: ____________________

____

Vice President: ____________________

Address: ____________________

____

Secretary: ____________________

Address: ____________________

____

Treasurer: ____________________

Address: ____________________

____

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02 JAN 29 PM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X ____________________

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BEATRIZ CRISTINA NAVIA Secretary

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

1671193

164301
FECHA: 10 DE JULIO DE 2001 HORA: 14:05:18:37 0056949114

DOMICILIO DE: CALI
A: BARRANQUILLA

C E R T I F I C A :

POR ESCRITURA NRO. 867 DEL 23 DE MARZO DEL ANO 1994 , NOTARIA CATORCE CALI , INSCRITA EN LA CAMARA DE COMERCIO EL 26 DE ABRIL DEL ANO 1994 BAJO EL NRO. 76581 DEL LIBRO IX, LA SOCIEDAD CAMBIO SU DOMICILIO DE: BARRANQUILLA
A: CALI

C E R T I F I C A :

QUE POR ESCRITURA PUBLICA NRO. 2102 DEL 01 DE JULIO DEL ANO 1994 , NOTARIA CATORCE CALI INSCRITA EN LA CAMARA DE COMERCIO EL 13 DE JULIO DEL ANO 1994 BAJO EL NRO. 78965 DEL LIBRO IX, LA SOCIEDAD SE TRANSFORMO DE LIMITADA EN ANONIMA
BAJO EL NOMBRE DE:
TITAN INTERCONTINENTAL S.A.

C E R T I F I C A :

REFORMAS:

ESCRITURA No.	FECHA	NOTARIA	FECHA	No. INS.	LIBRO
6660	28-12-1990	03 CALI	26-04-1994	76574	IX
4230	03-08-1992	03 CALI	26-04-1994	76575	IX
4780	02-09-1992	03 CALI	26-04-1994	76576	IX
1904	17-09-1992	14 CALI	26-04-1994	76577	IX
1520	13-05-1993	14 CALI	26-04-1994	76578	IX
4024	15-12-1994	14 CALI	22-12-1994	83760	IX
580	11-03-1996	14 CALI	13-03-1996	02122	IX
2522	03-07-1997	14 CALI	11-07-1997	05046	IX
379	18-02-1998	14 CALI	23-02-1998	01275	IX
2522	29-09-2000	14 CALI	05-10-2000	06840	IX

FILED
02 JAN 29 PM 11:23
SECRETARY OF STATE
TALLAHASSEE

C E R T I F I C A :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA Y SU DURACION ES HASTA EL 13 DE OCTUBRE DEL ANO 2079

C E R T I F I C A :

OBJETO SOCIAL: EL OBJETO SOCIAL EXCLUSIVO DE LA SOCIEDAD ES EL

DE DURACION DE LA SOCIEDAD O SU DISOLUCION ANTICIPADA, SU TRANSFORMACION EN UNA U OTRA ESPECIE, LA ENAJENACION DE LA SOCIEDAD Y EL CAMBIO DE SU DENOMINACION. F) DICTAR DENTRO DE LOS LIMITES LEGALES, REGLAS PARA LA LIQUIDACION DE LA SOCIEDAD, DESIGNAR UNO O MAS LIQUIDADORES CON DOS (2) SUPLENTES PERSONALES CADA UNO Y SENALAR LA REMUNERACION QUE LE CORRESPONDE. G) REFORMAR LOS ESTATUTOS. H) DELEGAR A LA JUNTA O EN LA GERENCIA DE LA EMPRESA DE MANERA PRECISA PARA CADA CASO CONCRETO, ALGUNA O ALGUNA DE SUS FUNCIONES, EN CUANTO ELLAS SEAN POR NATURALEZA DELEGABLES DE ACUERDO CON LA LEY.

LA JUNTA DIRECTIVA SE COMPONE DE SEIS (6) MIEMBROS PRINCIPALES Y ESTARA INTEGRADA POR SEIS (6) DIRECTORES CON SUS RESPECTIVOS SUPLENTES PERSONALES, ELEGIDOS POR LA ASAMBLEA DE ACCIONISTAS PARA PERIODOS DE UN ANO Y REELEGIDOS INDEFINIDAMENTE.

LA JUNTA DIRECTIVA SERA PRESIDIDA POR UNO DE SUS MIEMBROS, ELEGIDO POR MAYORIA ABSOLUTA. LA JUNTA DIRECTIVA PODRA DELIBERAR VALIDAMENTE CON LA PRESENCIA DE TRES (3) MIEMBROS Y SUS RESOLUCIONES Y DECISIONES SERAN ADOPTADAS CON EL VOTO DE LA MAYORIA. CUANDO SE TRATE DE APROBAR ACTOS O CONTRATOS EN CUANTIA MAYOR DE DIEZ MILLONES DE PESOS ($10.000.000.00) MCTE., SIEMPRE SERA NECESARIO EL VOTO FAVORABLE DEL PRESIDENTE DE LA MISMA.

FUNCIONES DE LA JUNTA DIRECTIVA. ENTRE OTRAS: A) FORMULAR LA POLITICA GENERAL DE LA SOCIEDAD, LOS PLANES Y PROGRAMAS QUE DEBE DESARROLLAR, TODO ELLO DE ACUERDO CON LAS REGLAS PRESCRITAS POR LA ASAMBLEA GENERAL DE ACCIONISTAS Y CONSULTANDO TANTO LA POLITICA GUBERNAMENTAL COMO EL INTERES DE LA MISMA SOCIEDAD. B) CONTROLAR EL FUNCIONAMIENTO GENERAL DE LA SOCIEDAD Y VERIFICAR SU CONFORMIDAD CON LA POLITICA ADOPTADA. D) POR INICIATIVA DE LA GERENCIA DE LA SOCIEDAD, DESIGNAR A LOS SUBGERENTES QUE ESTIME NECESARIOS Y AL SECRETARIO GENERAL Y FIJARLES LAS RESPECTIVAS REMUNERACIONES. E) CONVOCAR A LA ASAMBLEA GENERAL DE ACCIONISTAS A SESIONES EXTRAORDINARIAS CUANDO LO ESTIME CONVENIENTE O LO SOLICITE UN NUMERO DE ACCIONISTAS QUE REPRESENTE LA CUARTA PARTE O MAS DEL CAPITAL SOCIAL. J) A INICIATIVA DE LA GERENCIA DE LA SOCIEDAD, CREAR O AUTORIZAR EL ESTABLECIMIENTO DE SUCURSALES Y OFICINAS EN OTRAS LOCALIDADES. K) CUMPLIR Y HACER CUMPLIR LOS ESTATUTOS, LAS DECISIONES DE LA ASAMBLEA GENERAL COMO LAS SUYAS PROPIAS, SIRVIENDO DE ORGANO CONSULTIVO PERMANENTE A LA GERENCIA DE LA SOCIEDAD. L) AUTORIZAR LA EXPEDICION O CELEBRACION DE TODO ACTO O CONTRATO DIFERENTE AL DEL OBJETO SOCIAL, CUYA CUANTIA SEA SUPERIOR A DOS MIL QUINIENTOS (2.500) SALARIOS MINIMOS MENSUALES. N) DISPONER CUANDO LO ESTIME CONVENIENTE, LA FORMACION DE COMITES ESPECIALES QUE ASESOREN AL GERENTE DE LA SOCIEDAD EN ASUNTOS DETERMINADOS, INVESTIRLOS DE LAS ATRIBUCIONES QUE A BIEN TENGA: LAS RESPECTIVAS REMUNERACIONES SERAN FIJADAS POR LA RESOLUCION

164301
FECHA: 10 DE JULIO DE 2001 HORA: 14:05:18:37 0056949114

DOMICILIO DE: CALI
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DIRECTIVA DE LA SOCIEDAD; EN TAL CARACTER DEBERA ATENDER TODO LO RELACIONADO CON ESTAS MATERIAS, REFRENDAR CON SU FIRMA LOS ACTOS ADMINISTRATIVOS QUE EXPIDA EL GERENTE DE LA SOCIEDAD Y EJERCER LAS DEMAS FUNCIONES QUE LE ASIGNE O DELEGUE EL MISMO, DEL CUAL DEPENDERA DIRECTAMENTE.

AGENTES LOCALES. EN DESARROLLO DE LO DISPUESTO POR EL LITERAL C) DEL ARTICULO 48 DE ESTOS ESTATUTOS, LA GERENCIA DE LA SOCIEDAD, CUANDO LO CONSIDERE NECESARIO, PODRA DESIGNAR UNO O VARIOS ADMINISTRADORES LOCALES, ESTOS ADMINISTRADORES LOCALES TENDRAN LAS FUNCIONES Y ATRIBUCIONES QUE LES DELEGUE LA GERENCIA.

LA JUNTA DIRECTIVA, EN LAS AUSENCIAS TEMPORALES O ABSOLUTAS DE LOS GERENTES, DESIGNARA ENTRE LOS SUBGERENTES A QUIEN DEBA REEMPLAZARLO.

LA SOCIEDAD TENDRA UNA REVISORIA FISCAL.

C E R T I F I C A :

NOMBRAMIENTOS:
DOCUMENTO: ACTA NRO: 05-97
FECHA: 1997/04/11
ORIGEN: JUNTA DIRECTIVA
FECHA INSCRIPCION: 1997/11/04 NRO. 08040 LIBRO: 09

FUERON NOMBRADOS:

JUAN JOSE BOTERO GIRALDO
C.C. 14,881,435
GERENTE FINANCIERO

FILED
02 JAN 29 PM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C E R T I F I C A :

DOCUMENTO: ACTA NRO: 01-2000
FECHA: 2000/02/04
ORIGEN: ASAMBLEA GENERAL DE ACCIONISTAS
FECHA INSCRIPCION: 2000/03/23 NRO. 01937 LIBRO: 09
FUERON NOMBRADOS:

JUNTA DIRECTIVA

PRINCIPALES SUPLENTES

EJECUTIVA. Q) NOMBRAR A LOS GERENTES Y A SUS SUPLENTES Y
REELEGIRLOS LIBREMENTE, DELEGAR EN LA GERENCIA DE LA SOCIEDAD O
EN LAS PERSONAS QUE TENGAN LOS CARGOS DEL SUBGERENTE EL
CUMPLIMIENTO DE LAS FUNCIONES QUE SE LE DESIGNEN. R) AUTORZAR A
LA GERENCIA DE LA SOCIEDAD PARA DELEGAR EN SUS SUBALTERNOS
ALGUNA DE LAS FUNCIONES QUE A ESTE CORRESPONDEN.

GERENCIA: LA SOCIEDAD TENDRA DOS GERENTES: UN GERENTE
FINANCIERO Y UN GERENTE COMERCIAL, LOS CUALES TENDRAN LA
REPRESENTACION LEGAL, Y TENDRAN A SU CARGO LA ADMINISTRACION DE
LOS NEGOCIOS, PARA LO CUAL OBRARAN DE CONSUNO, DENTRO DE LAS
NORMAS LEGALES, LOS ESTATUTOS SOCIALES, LOS REGLAMENTOS Y
RESOLUCIONES DE LA ASAMBLEA GENERAL Y DE LA JUNTA DIRECTIVA.
RECURRIRAN A LA JUNTA DIRECTIVA EN CASO DE NO LLEGAR A LOS
ACUERDOS NECESARIOS PARA TOMAR LAS DECISIONES QUE LES COMPETA.
EN CASO DE FALTA ABSOLUTA O TEMPORAL SE SUJETARA A LO DISPUESTO
EN LOS ARTICULOS 49 Y 51 DE LOS ESTATUTOS SOCIALES.

FUNCIONES Y ATRIBUCIONES DE LA GERENCIA DE LA SOCIEDAD: A)
DIRIGIR, CORDINAR, VIGILAR Y CONTROLAR LA EJECUCION DE LOS
PROGRAMAS Y PROPOSITOS DE LA ORGANIZACION, SUSCRIBIENDO COMO
REPRESENTANTE LEGAL LOS ACTOS Y CONTRATOS QUE PARA TALES FINES
DEBAN CELEBRARSE CONFORME A LAS DISPOSICIONES PERTINENTES Y A
LOS PRESENTES ESTATUTOS Y ESTABLECER LAS FUNCIONES DEL PERSONAL
AL SERVICIO DE LA SOCIEDAD. B) REPRESENTAR A LA SOCIEDAD PARA
LOS EFECTOS A QUE HUBIERE LUGAR. C)... D) CONVOCAR A LA
ASAMBLEA GENERAL Y A LA JUNTA DIRECTIVA A SESIONES
EXTRAORDINARIAS CUANDO LO JUZGUE CONVENIENTE. E)... F)...
G)... H)... I)... J) CUMPLIR Y HACER CUMPLIR LAS DECISIONES
DE LA ASAMBLEA GENERAL DE ACCIONISTAS Y DE LA JUNTA DIRECTIVA.
K)... L) DELEGAR, PREVIA AUTORIZACION DE LA JUNTA DIRECTIVA
ALGUNA O ALGUNAS DE SUS ATRIBUCIONES Y FUNCIONES DELEGABLES, EN
UNO O VARIOS DE LOS SUBGERENTES DE LA SOCIEDAD O DE LOS
SUBGERENTES REGIONALES DE LA MISMA, SEA TRANSITORIA O
PERMANENTE.

SUBGERENCIAS Y SECRETARIA: LA SOCIEDAD TENDRA LOS SUBGERENTES
QUE A INICIATIVA DE LA GERENCIA DE LA SOCIEDAD, DETERMINE
NOMBRAR LA JUNTA DIRECTIVA. ESTOS FUNCIONARIOS TENDRAN EN EL
EJERCICIO DE LAS FUNCIONES DELEGADAS LA REPRESENTACION LEGAL DE
LA EMPRESA, EN LA MEDIDA EN QUE LO DETERMINE LA JUNTA DIRECTIVA,
DEPENDIENDO EN TODO CASO DIRECTAMENTE DE LA GERENCIA DE LA
SOCIEDAD. LOS SUBGERENTES EJERCERAN TODAS LAS ATRIBUCIONES Y
CUMPLIRAN LOS DEBERES QUE LES SEÑALE LA GERENCIA DE LA SOCIEDAD,
ASI COMO TAMBIEN DESEMPEÑARAN LAS FUNCIONES QUE EN ELLOS
DELEGARE LA GERENCIA, DE ACUERDO CON LO DICHO EN ESTOS
ESTATUTOS. LA SOCIEDAD TENDRA UN SECRETARIO GENERAL QUIEN EN
EJERCICIO DE LAS FUNCIONES DELEGADAS TENDRA LA REPRESENTACION
LEGAL DE ESTA, Y A CUYO CARGO ESTARA LA FUNCION DE ACTUAR COMO
SECRETARIO DE LA ASAMBLEA GENERAL DE ACCIONISTAS Y DE LA JUNTA

FECHA: 10 DE JULIO DE 2001 HORA: 14:05:18:37 0056949114

C E R T I F I C A :

C E R T I F I C A :

QUE EN EL REGISTRO MERCANTIL QUE LLEVA LA CAMARA DE COMERCIO FIGURA INSCRITA COMO SECRETARIA GENERAL DE LA SOCIEDAD TITAN INTERCONTINENTAL S.A. LA DOCTORA BEATRIZ CRISTINA NAVIA GALVEZ.

C E R T I F I C A :

CAPITAL:	NRO. DE ACCIONES	VALOR NOMINAL
AUTORIZADO $5,000,000,000.00	500,000	$10,000.00
SUSCRITO $4,100,000,000.00	410,000	$10,000.00
PAGADO $4,100,000,000.00	410,000	$10,000.00

C E R T I F I C A :

QUE POR ACTA NRO. 01-98 DE LA REUNION DE JUNTA DIRECTIVA DEL 19 DE ENERO DE 1998, INSCRITA EN LA CAMARA DE COMERCIO EL 26 DE MARZO DE 1998 BAJO EL NO. 699 DEL LIBRO VI, FUE NOMBRADO ADMINISTRADOR PARA LA AGENCIA TITAN INTERCONTINENTAL S.A. UBICADA EN LA CALLE 5 NRO. 46-83 LOCAL 201 CALI, LA SENORA MARIA FANNY JARAMILLO M.

C E R T I F I C A :

QUE POR DOCUMENTO PRIVADO DE MARZO 2 DE 1999, INSCRITO EN LA CAMARA DE COMERCIO EL 18 DE MARZO DE 1999 BAJO EL NRO. 624 DEL LIBRO VI, FUE NOMBRADO COMO DIRECTOR DE LA AGENCIA DE TITAN INTERCONTINENTAL S.A. UBICADA EN LA CALLE 70 NRO. 4 N 30 LOCAL 2-208 CALI, AL SENOR ALFREDO GAMBOA SANCHEZ, C.C. 2.423.109.

C E R T I F I C A :

QUE POR ACTA NRO. 05-99 DE LA REUNION DE LA JUNTA DIRECTIVA DEL 20 DE MAYO DE 1999, INSCRITA EN LA CAMARA DE COMERCIO EL 03 DE MARZO DEL ANO 2000 FUE NOMBRADA COMO ADMINISTRADOR DE LA AGENCIA TITAN INTERCONTINENTAL S.A., UBICADA EN LA CL. 11 No. 4-48 LA SENORA LINA MARIA DE GREIFF DE CARDENAS, C.C. 32.487.734.

C E R T I F I C A :

FILED JAN 29 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CARLOS ALBERTO SAAVEDRA V.
C.C. 14,968,178

FRANCOIS DOLMETSCH
C.E. 107271

ELIZABETH CARDENAS TOBON
C.C. 31,887,666

MICHELE CUEVAS MOHR
C.C. 31,962,891

JUAN JOSE BOTERO GIRALDO
C.C. 14,881,435

RICHARD DOLMETSCH CUEVAS
C.C. 16,765,958

ARMANDO GAMBOA B.
C.C. 6,038,276

ANGELA MARIA DOLMETSCH CUEVAS
C.C. 31,905,574

NORIS TOUS PEREZ
C.C. 33,127,212

C E R T I F I C A :

DOCUMENTO: ACTA NRO: 9804
FECHA: 1998/12/04
ORIGEN: ASAMBLEA GENERAL DE ACCIONISTAS
FECHA INSCRIPCION: 1999/03/08 NRO. 01656 LIBRO: 09

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02 JAN 29 PM 11:24
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TALLAHASSEE, FLORIDA

FUERON NOMBRADOS:

IGNACIO REINA VELEZ
C.C. 6,035,413
REVISOR FISCAL SUPLENTE

C E R T I F I C A :

DOCUMENTO: ACTA NRO: 01-2000
FECHA: 2000/02/04
ORIGEN: ASAMBLEA GENERAL DE ACCIONISTAS
FECHA INSCRIPCION: 2000/03/23 NRO. 01937 LIBRO: 09

FUERON NOMBRADOS:

ALFONSO REINA VELEZ
C.C. 14,445,798
REVISOR FISCAL PRINCIPAL

PAGINA 10

164301
FECHA: 10 DE JULIO DE 2001 HORA: 14:05:18:37 0056949114

C E R T I F I C A :

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO.558365-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:
AGENCIA CALI TRADE CENTER TITAN INTERCONTINENTAL S.A.
UBICADO EN LA:
CR. 100 No. 11 60 123 LOCAL
DE CALI
DESDE EL 10 DE ABRIL DEL AÑO 2001

C E R T I F I C A :

RENOVACION MATRICULA: QUE LA SOCIEDAD EFECTUO LA RENOVACION DE SU MATRICULA MERCANTIL EL 14 DE MARZO DEL AÑO 2001.

C E R T I F I C A :

QUE NO FIGURAN OTRAS INSCRIPCIONES QUE MODIFIQUEN TOTAL O PARCIALMENTE EL PRESENTE CERTIFICADO

LOS ACTOS DE REGISTRO QUEDAN EN FIRME CINCO (5) DIAS HABILES DESPUES DE LA FECHA DE SU INSCRIPCION, SIEMPRE Y CUANDO, DENTRO DE DICHO TERMINO NO SEAN OBJETO DE RECURSOS EN LA VIA GUBERNATIVA.

DE CONFORMIDAD CON EL DECRETO 2150 DE 1.995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

DADO EN CALI A LOS 10 DIAS DEL MES DE JULIO DEL AÑO 2,001 HORA: 14:05:18:37

EL SECRETARIO.

CAMARA DE COMERCIO CALI
CERTIFICADO

QUE POR ACTA NRO. 04-99 DE LA REUNION DE LA JUNTA DIRECTIVA DEL 26 DE ABRIL DE 1999, INSCRITA EN LA CAMARA DE COMERCIO EL 26 DE ENERO DEL ANO 2000 FUE NOMBRADO COMO ADMINISTRADOR DE LA AGENCIA TITAN INTERCONTINENTAL S.A. AGENCIA CHIPICHAPE EL SENOR ALFREDO GAMBOA SANCHEZ CON C.C. 2 423 109 DE CALI.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO.365865-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:
TITAN INTERCONTINENTAL S.A.
UBICADO EN LA:
CL. 5 No. 46 83 201LOCAL
DE CALI
Y RENOVO POR EL ANO 2001.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO.487721-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:
TITAN INTERCONTINENTAL S A
UBICADO EN LA:
CL. 70 N No. 4 N 30 125LOCAL
DE CALI
Y RENOVO POR EL ANO 2001.

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02 JAN 29 PM
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TALLAHASSEE, FLORIDA

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO.510815-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:
TITAN INTERCONTINENTAL S.A
UBICADO EN LA:
CL. 11 No. 4 48
DE CALI
Y RENOVO POR EL ANO 2001.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO.526515-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:
TITAN INTERCONTINENTAL S A AGENCIA CHIPICHAPE
UBICADO EN LA:
CHIPICHAPE LOCAL 1-20
DE CALI
Y RENOVO POR EL ANO 2001.

173790 - 18

DATE: JULY 23RD 2001 HOUR: 12:09:00:37 0069039127

REPUBLIC OF COLOMBIA

CERTIFICATE OF EXISTENCE AND REPRESENTATION

THE UNDERSIGNED SECRETARY OF THE CHAMBER OF COMMERCE OF CALI

CERTIFIES:

NAME:

TITAN INTERCONTINENTAL S. A.

DOMICILE: CALI VALLE

COMMERCIAL ADDRESS: CR. 4 No. 11 33 6

ADDRESS FOR JUDICIAL NOTICE: CR. 4 No. 11 33 6

CITY: CALI

REGISTRATION No. 369384-04

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02 JAN 29 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIES:

CONSTITUTION: THROUGH DEED No. 2380 DATED OCTOBER 13TH 1989, NOTARY PUBLIC'S OFFICE No. 13 OF BARRANQUILLA, REGISTERED IN THE CHAMBER OF COMMERCE ON APRIL 26TH 1994 UNDER NUMBER 76573, BOOK IX, WAS CONSTITUTED THE PARTNERSHIP CALLED:

TITAN INTERCONTINENTAL LTDA

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14.40 Tel. 3346267
Celular 033 5695442

CERTIFIES:

THAT THROUGH DEED No. 3179 DATED AUGUST 25TH 1993, NOTARY PUBLIC'S OFFICE No. 14 OF CALI, REGISTERED IN THE CHAMBER OF COMMERCE ON APRIL 26TH 1994 UNDER NUMBER 76579, BOOK IX, THE PARTNERSHIP CHANGED ITS DOMICILE FROM: BARRANQUILLA

TO: CALI

CERTIFIES:

THAT THROUGH DEED No. 3748 DATED SEPTEMBER 30TH 1993, NOTARY PUBLIC'S OFFICE No. 14 OF CALI, REGISTERED IN THE CHAMBER OF COMMERCE ON APRIL 26TH 1994 UNDER NUMBER 76580, BOOK IX, THE PARTNERSHIP CHANGED ITS DOMICILE FROM: CALI

TO: BARRANQUILLA

CERTIFIES:

THAT THROUGH DEED No. 867 DATED MARCH 23RD 1994, NOTARY PUBLIC'S OFFICE No. 14 OF CALI, REGISTERED IN THE CHAMBER OF COMMERCE ON APRIL 26TH 1994 UNDER NUMBER 76581, BOOK IX, THE PARTNERSHIP CHANGED ITS DOMICILE FROM: BARRANQUILLA

TO: CALI

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02 JAN 29 PM 11: 23
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TALLAHASSEE, FLORIDA

CERTIFIES:

THAT THROUGH DEED No. 2102 DATED JULY 1ST 1994, NOTARY PUBLIC'S OFFICE No. 14 OF CALI, REGISTERED IN THE CHAMBER OF COMMERCE ON JULY 13TH 1994 UNDER NUMBER 78965, BOOK IX, THE PARTNERSHIP TRANSFORMED FROM A LIMITED-LIABILITY COMPANY ----- INTO A JOINT-STOCK COMPANY ----------

UNDER THE NAME OF:

TITAN INTERCONTINENTAL S. A.

Gonzalo Escobar Kafury

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442

DE COLOMBIA

CERTIFIES:

AMENDMENTS:

DEED No.	DATE	NOTARY PUBLIC'S OFFICE	DATE	Reg. No.	BOOK
6660	28-12-1990	03 CALI	26-04-1994	76574	IX
4230	03-08-1992	03 CALI	26-04-1994	76575	IX
4780	02-09-1992	03 CALI	26-04-1994	76576	IX
1904	17-09-1992	14 CALI	26-04-1994	76577	IX
1520	13-05-1993	14 CALI	26-04-1994	76578	IX
4024	15-12-1994	14 CALI	22-12-1994	83760	IX
580	11-03-1996	14 CALI	13-03-1996	02122	IX
2522	03-07-1997	14 CALI	11-07-1997	05046	IX
379	18-02-1998	14 CALI	23-02-1998	01275	IX
2522	29-09-2000	14 CALI	05-10-2000	06840	IX

CERTIFIES:

VALIDITY: THE PARTNERSHIP IS NOT DISSOLVED AND ITS DURATION TERM IS UNTIL OCTOBER 13TH YEAR 2079.

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CERTIFIES:

SOCIAL OBJECT: THE EXCLUSIVE SOCIAL OBJECT OF THE PARTNERSHIP IS TO CARRY OUT THE FOLLOWING EXCHANGE TRANSACTIONS: 1.- SENDING OR RECEIPT OF DRAFTS IN FOREIGN CURRENCY CORRESPONDING TO TRANSACTIONS OF IMPORTATIONS, EXPORTATIONS, FOREIGN INVESTMENT, COLOMBIAN INVESTMENT ABROAD. 2.- PURCHASE AND SALE OF FOREIGN CURRENCY THAT

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Celular 033 5695442

CORRESPONDS TO TRANSACTIONS OF IMPORTATIONS AND EXPORTATIONS OF ASSETS, CAPITAL INVESTMENTS FROM ABROAD AND COLOMBIAN INVESTMENTS ABROAD. 3.- PURCHASE AND SALE OF FOREIGN CURRENCY TO THE INTERMEDIARIES OF THE EXCHANGE MARKET AND OF BALANCES OF CHECKING ACCOUNTS OF COMPENSATION. 4.- SENDING OR RECEIPT OF DRAFTS AND REMITTANCES OF FOREING CURRENCY WHICH MUST NOT BE CHANNELED THROUGH THE EXCHANGE MARKET. 5.- PURCHASE AND SALE OF FOREIGN CURRENCY OR BONDS REPRESENTING THE SAME THAT CORRESPOND TO TRANSACTIONS THAT MUST NOT BE CHANNELED THROUGH THE EXCHANGE MARKET. 6.- CARRYING-OUT OF CAPITAL INVESTMENTS ABROAD IN COMPLIANCE WITH THE APPLICABLE NORMS AND MAKE TEMPORARY FINANCIAL INVESTMENTS AND IN FINANCIAL ASSETS ISSUED BY BANKING ENTITIES FROM ABROAD DIFFERENT FROM THEIR BRANCHES AND SUBSIDIARIES, OR IN BONDS AND SECURITIES ISSUED BY FOREIGN GOVERNMENTS THAT ALLOW TO GRANT PROFITABILITY TO THEIR LIQUIDITY IN FOREING CURRENCY.

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IN DEVELOPMENT OF SAID OBJECT, THE COMPANY SHALL BE ABLE TO OPEN CHECKING ACCOUNTS IN ANY OF THE BANKS OF THE COUNTRY OR ABROAD, DRAW ON THE SAME, GRANT, DRAW, DISCOUNT, GUARANTEE, HAVE, ENDORSE, CANCEL PROMISSORY NOTES, CHECKS, BILLS OF EXCHANGE, ALL KIND OF NEGOTIABLE AND CIVIL INSTRUMENTS, EXECUTE ANY FINANCIAL OPERATION WITH BANKS OR CORPORATIONS, EVEN ABROAD, IF IT IS SO AUTHORIZED BY THE COMPETENT AUTHORITIES, BESIDES IT WILL BE ABLE TO EXECUTE ALL THE ACTS OR CONTRACTS THAT MAY BE CONVENIENT OR NECESSARY FOR THE WHOLE FULFILLMENT OF ITS SOCIAL OBJECT AND THAT HAVE DIRECT RELATION WITH THE MENTIONED OBJECT.

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RESOLUCION No. 2878 MINJUSTICIA 1995
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Celular 033 5695442

CERTIFIES:

MANAGEMENT BODIES. A) THE GENERAL ASSEMBLY OF STOCKHOLDERS. B) THE BOARD OF DIRECTORS. C) THE MANAGEMENT. D) THE DEPUTY MANAGEMENTS. E) THE GENERAL SECRETARY. F) THE LOCAL MANAGEMENTS.

DUTIES OF THE GENERAL ASSEMBLY OF STOCKHOLDERS. AMONG OTHERS: A) ELECT AND REMOVE FREELY THE MEMBERS OF THE BOARD OF DIRECTORS ...; APPOINT AND REMOVE FREELY THE NATURAL OR JURIDICAL PERSON IN ACCORDANCE WITH THE IN-FORCE LEGISLATION, CALLED TO EXERCISE THE DUTIES OF AUDITOR OF THE PARTNERSHIP, ASSIGNING HIM/HER THE RESPECTIVE REMUNERATION. E) ORDER THE FORMATION OF SPECIAL RESERVES AND DECREE CAPITAL INCREASES, THROUGH THE CAPITALIZATION OF PROFITS OR BY MEANS OF THE PAYMENT OF NEW SHARES, THE APPLICATION OR MODIFICATION OF THE OBJECT, THE CHANGE OF SOCIAL DOMICILE, THE EXTENSION OF THE DURATION TERM OF THE PARTNERSHIP OR ITS DISSOLUTION IN ADVANCE, ITS TRANSFORMATION INTO ONE OR OTHER SPECIE, THE ALIENATION OF THE PARTNERSHIP AND THE CHANGE OF ITS DENOMINATION. F) ISSUE WITHIN THE LEGAL LIMITS, REGULATIONS FOR THE LIQUIDATION OF THE PARTNERSHIP, APPOINT ONE OR MORE LIQUIDATORS WITH TWO (2) PERSONAL SUBSTITUTES FOR EACH ONE AND ASSIGN THEIR REMUNERATION. G) AMEND THE STATUTES. H) DELEGATE INTO THE BOARD OR INTO THE COMPANY'S MANAGEMENT IN AN ACCURATE WAY FOR EACH SPECIFIC CASE, ANY OF ITS DUTY OR DUTIES, WHENEVER THE SAME CAN BE DELEGATED ACCORDING TO THE LAW.

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Celular 033 5695442

THE BOARD OF DIRECTORS IS MADE UP OF SIX (6) MAIN MEMBERS AND WILL BE INTEGRATED BY SIX (6) DIRECTORS WITH THEIR RESPECTIVE PERSONAL SUBSTITUTES, ELECTED BY THE ASSEMBLY OF STOCKHOLDERS FOR ONE-YEAR PERIODS AND RE-ELECTED INDEFINITELY.

THE BOARD OF DIRECTORS WILL BE CHAIRED BY ONE OF ITS MEMBERS, ELECTED BY ABSOLUTE MAJORITY. THE BOARD OF DIRECTORS CAN DELIBERATE WITH VALIDITY WITH THE PRESENCE OF THREE (3) MEMBERS AND ITS RESOLUTIONS AND DECISIONS WILL BE ADOPTED WITH THE VOTE OF THE MAJORITY. REGARDING THE APPROVAL OF ACTS OR CONTRACTS IN AN AMOUNT HIGHER OF TEN MILLION PESOS ($10,000,000,00) COLOMBIAN CURRENCY, IT WILL BE ALWAYS NECESSARY THE FAVORABLE VOTE OF THE CHAIRMAN OF THE SAME.

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FUNCTIONS OF THE BOARD OF PARTNERS. AMONG OTHERS: A) FORMULATE THE GENERAL POLITICS OF THE PARTNERSHIP, THE PLANS AND PROGRAMS TO BE DEVELOPED, ALL OF THEM ACCORDING TO THE REGULATIONS PRESCRIBED BY THE GENERAL ASSEMBLY OF STOCKHOLDERS AND CONSULTING BOTH THE GOVERNMENT POLITICS AND THE INTEREST OF THE VERY SAME PARTNERSHIP. B) CONTROL THE GENERAL FUNCTIONING OF THE PARTNERSHIP AND VERIFY ITS AGREEMENT WITH THE ADOPTED POLITICS. D) UPON INITIATIVE OF THE COMPANY'S MANAGEMENT, TO APPOINT THE DEPUTY MANAGERS THEY DEEM CONVENIENT AND THE GENERAL SECRETARY AND FIX THEIR RESPECTIVE REMUNERATIONS. E) CONVENE THE GENERAL ASSEMBLY OF STOCKHOLDERS TO EXTRAORDINARY SESSIONS WHEN THEY DEEM IT CONVENIENT OR UPON REQUEST OF A NUMBER OF STOCKHOLDERS

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
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Celular 033 5695442

THAT REPRESENT A QUARTER OR MORE OF THE SOCIAL CAPITAL. J) UPON INITIATIVE OF THE COMPANY'S MANAGEMENT, TO SET UP OR AUTHORIZE THE SETTING UP OF BRANCHES OR OFFICES IN OTHER PLACES. K) FULFILL AND ENFORCE THE STATUTES, THE DECISIONS OF THE GENERAL ASSEMBLY, AS WELL AS THEIR OWN DECISIONS, SERVING AS PERMANENT CONSULTING BODY FOR THE COMPANY'S MANAGEMENT. L) AUTHORIZE THE ISSUANCE OR EXECUTION OF ALL ACT OR CONTRACT DIFFERENT FROM THE SOCIAL OBJECT, WHOSE AMOUNT EXCEEDS TWO THOUSAND FIVE HUNDRED (2,500) MINIMUM MONTHLY WAGES. N) STIPULATE, WHEN THEY DEEM IT CONVENIENT, THE CREATION OF SPECIAL COMMITTEES THAT OFFER ADVICE TO PARTNERSHIP'S MANAGER IN DETERMINED AFFAIRS, AND INVEST THEM WITH THE POWERS AS THEY WISH; THE RESPECTIVE REMUNERATIONS WILL BE FIXED BY THE EXECUTIVE RESOLUTION. Q) APPOINT THE MANAGERS AND THEIR SUBSTITUTES AND RE-ELECT THEM FREELY, DELEGATE INTO THE PARTNERSHIP'S MANAGEMENT OR IN THE PERSONS THAT HOLD THE POSITIONS OF DEPUTY MANAGER, THE FULFILLMENT OF THE FUNCTIONS ASSIGNED. R) AUTHORIZE THE COMPANY'S MANAGEMENT TO DELEGATE INTO ITS SUBORDINATES SOME OF ITS FUNCTIONS.

MANAGEMENT: THE COMPANY WILL HAVE TWO MANAGERS: A FINANCIAL MANAGER AND A COMMERCIAL MANAGER, WHO WILL HAVE THE LEGAL REPRESENTATION, AND WILL BE RESPONSIBLE FOR THE MANAGEMENT OF THE BUSINESSES, FOR WHICH THEY WILL ACT ACCORDING TO THE LEGAL NORMS, THE SOCIAL STATUTES, THE REGULATIONS AND RESOLUTIONS OF THE GENERAL ASSEMBLY AND THE BOARD OF DIRECTORS. THEY WILL TURN TO THE BOARD OF DIRECTORS IN CASE OF NOT REACHING THE AGREEMENTS NECESSARY TO MAKE THE DECISIONS

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GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2578 MINJUSTICIA 1995
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OF THEIR RESPONSIBILITY. IN CASE OF ABSOLUTE OR TEMPORARY ABSENCE, THEY WILL BE SUBJECT TO WHAT IS PROVIDED IN ARTICLES 49 AND 51 OF THE SOCIAL STATUTES.

DUTIES AND POWERS OF THE PARTNERSHIP'S MANAGEMENT: A) MANAGE, COORDINATE, WATCH OVER AND CONTROL THE IMPLEMENTATION OF THE PROGRAMS AND PURPOSES OF THE ORGANIZATION, SUBSCRIBING AS LEGAL REPRESENTATIVE THE ACTS AND CONTRACTS THAT MUST BE EXECUTED FOR SUCH PURPOSE IN COMPLIANCE WITH THE PERTINENT PROVISIONS AND THE PRESENT STATUTES AND ESTABLISH THE DUTIES OF THE PERSONNEL AT SERVICE OF THE PARTNERSHIP. B) REPRESENT THE PARTNERSHIP FOR THE EFFECTS THAT MAY BE NECESSARY. C) ... D) CONVENE THE GENERAL ASSEMBLY AND THE BOARD OF DIRECTORS TO EXTRAORDINARY SESSIONS WHEN IT DEEMS IT CONVENIENT. E) ... F) ... G) ... H) .... I) ... J) FULFILL AND ENFORCE THE DECISIONS OF THE GENERAL ASSEMBLY OF STOCKHOLDERS AND THE BOARD OF DIRECTORS. K) ... L) DELEGATE, PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS, ANY OF ITS DELEGABLE POWERS AND FUNCTIONS, INTO ONE OR VARIOUS OF THE DEPUTY MANAGERS OF THE PARTNERSHIP OR THE REGIONAL DEPUTY MANAGERS OF THE SAME, EITHER TEMPORARILY OR PERMANENTLY.

DEPUTY MANAGEMENTS AND SECRETARY: THE COMPANY WILL HAVE THE DEPUTY MANAGERS THAT, UPON INITIATIVE OF THE COMPANY'S MANAGEMENT, DETERMINE TO APPOINT THE BOARD OF DIRECTORS. THESE OFFICERS WILL EXERCISE THE FUNCTIONS DELEGATED, THE LEGAL REPRESENTATION OF THE COMPANY, INSOFAR AS THE PARTNERSHIP'S MANAGEMENT DETERMINES IT, DEPENDING IN EVERY

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2378 MINJUSTICIA 1995
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CASE DIRECTLY FROM THE PARTNERSHIP'S MANAGEMENT, THE DEPUTY MANAGERS WILL EXERCISE ALL THE POWERS AND FULFILL ALL THE DUTIES ASSIGNED BY THE COMPANY'S MANAGEMENT, LIKEWISE THEY WILL PERFORM THE FUNCTIONS DELEGATED TO THEM BY THE MANAGEMENT, ACCORDING TO WHAT IS STATED IN THESE STATUTES, THE PARTNERSHIP WILL HAVE A GENERAL SECRETARY WHO IN EXERCISE OF THE DELEGATED FUNCTIONS WILL HAVE THE LEGAL REPRESENTATION OF THE SAME, AND UNDER HIS/HER CHARGE WILL BE THE FUNCTION OF ACTING AS SECRETARY OF THE GENERAL ASSEMBLY OF STOCKHOLDERES AND OF THE BOARD OF DIRECTORS OF THE PARTNERSHIP; AS SUCH HE/SHE SHOULD ATTEND EVERYTHING REGARDING THESE MATTERS, ENDORSE WITH HIS/HER SIGNATURE ALL THE ADMINISTRATIVE ACTS ISSUED BY THE COMPANY'S MANAGER AND EXERCISE THE OTHER FUNCTIONS ASSIGNED OR DELEGATED BY THE MANAGER, FROM WHOM HE/SHE WILL DEPEND ON DIRECTLY.

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LOCAL AGENTS. IN DEVELOPMENT OF WHAT IS PROVIDED IN ITEM C) ARTICLE 48 OF THESE STATUTES, THE COMPANY'S MANAGEMENT , WHEN IT DEEMS IT CONVENIENT, WILL BE ABLE TO APPOINT ONE OR VARIOUS LOCAL MANAGERS, THESE LOCAL MANAGERS WILL HAVE THE FUNCTIONS AND POWERS DELEGATED TO THEM BY THE MANAGEMENT.

THE BOARD OF DIRECTORS, UPON THE MANAGERS' TEMPORARY OR ABSOLUTE ABSENCES, WILL APPOINT A SUBSTITUTE AMONG THE DEPUTY MANAGERS.

THE PARTNERSHIP WILL HAVE AN AUDITOR.

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2378 MINJUSTICIA 1995
Cra. 10 No. 14-40 Tel. 3346267
Celular 033 5695442

CERTIFIES:

APPOINTMENTS:
DOCUMENT: MINUTES No. 05 - 97
DATE: 1997/04/11
SOURCE: BOARD OF DIRECTORS
DATE OF REGISTRATION: 1997/11/04 No. 08040 BOOK: 09

WAS APPOINTED:

JUAN JOSE BOTERO GIRALDO
ID. DOCUMENT No. 14.881,435
FINANCIAL MANAGER

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02 JAN 29 PM 11: 23
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TALLAHASSEE, FLORIDA

CERTIFIES:

APPOINTMENTS:
DOCUMENT: MINUTES No. 01- 2000
DATE: 2000/02/04
SOURCE: GENERAL ASSEMBLY OF STOCKHOLDERS
DATE OF REGISTRATION: 2000/03/23 No. 01937 BOOK: 09

WERE APPOINTED:

BOARD OF DIRECTORS

MAIN MEMBERS	SUBSTITUTES
CARLOS ALBERTO SAAVEDRA V. ID. DOC. 14.968.178	------------------------------

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2378 MINJUSTICIA 1995
Cra. 31A No. 14.40 Tel. 3346267
Celular 033 5695442

FRANCOIS DOLMETSCH
ID. DOC. 107271

ELIZABETH CARDENAS TOBON
ID. DOC. 31.887.666

MICHELE CUEVAS MOHR
ID. DOC. 31.962.891

JUAN JOSE BOTERO GIRALDO
ID. DOCUMENT No. 14.881,435

RICHARD DOLMETSCH CUEVAS
ID. DOC. 16.765.958

ARMANDO GAMBOA B.
ID. DOC. 6.038.276

ANGELA MARIA DOLMETSCH CUEVAS
ID. DOC. 31.905.574

NORIS TOUS PEREZ
ID. DOC. 33.127.212

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02 JAN 29 PM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIES:

APPOINTMENTS:
DOCUMENT: MINUTES No. 9804
DATE: 1998/12/04
SOURCE: GENERAL ASSEMBLY OF STOCKHOLDERS
DATE OF REGISTRATION: 1999/03/08 No. 01656 BOOK: 09

WAS APPOINTED:

IGNACIO REINA VELEZ
ID. DOC. No. 6.035.413
SUBSTITUTE AUDITOR

REPUBLICA DE COLOMBIA

GONZALO E. [illegible] RAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2678 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442

CERTIFIES:

APPOINTMENTS:

DOCUMENT: MINUTES No. 01 - 2000

DATE: 2000/02/04

SOURCE: GENERAL ASSEMBLY OF STOCKHOLDERS

DATE OF REGISTRATION: 2000/03/23 No. 01937 BOOK: 09

WAS APPOINTED:

ALFONSO REINA VELEZ

ID. DOC. No. 14.445.798

MAIN AUDITOR

CERTIFIES:

THAT IN THE MERCANTILE REGISTRATION KEPT BY THE CHAMBER OF COMMERCE APPEARS REGISTERED AS GENERAL SECRETARY OF THE PARTNERSHIP TITAN INTERCONTINENTAL S.A., DRA. BEATRIZ CRISTINA NAVIA GALVEZ.

CERTIFIES:

CAPITAL:	No. STOCKS	NOMINAL VALUE
AUTHORIZED		
$5,000,000,000.00	500,000	$10,000.00
SUBSCRIBED		
$4,100,000,000.00	410,000	$10,000.00
PAID		
$4,100,000,000.00	410,000	$10,000.00

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5595442

CERTIFIES:

THAT THROUGH MINUTES No. 01-98 OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON JANUARY 19 1998, REGISTERED IN THE CHAMBER OF COMMERCE ON MARCH 26 1998 UNDER No. 699, BOOK VI, WAS APPOINTED AS MANAGER FOR THE BRANCH TITAN INTERCONTINENTAL S.A. LOCATED ON CALLE 5 No. 46-83 LOCAL 201, MRS. MARIA FANNY JARAMILLO M.

CERTIFIES:

THAT THROUGH PRIVATE DOCUMENT DATED MARCH 2 1999, REGISTERED IN THE CHAMBER OF COMMERCE ON MARCH 18 1999 UNDER No. 624, BOOK VI, WAS APPOINTED AS MANAGER FOR THE BRANCH OF TITAN INTERCONTINENTAL S.A. LOCATED ON CALLE 70 No. 4 N- 30 LOCAL 2-208, MR. ALFREDO GAMBOA SÁNCHEZ, ID. DOC. 2.423.109.

FILED
02 JAN 29 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIES:

THAT THROUGH MINUTES No. 05-99 FROM THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 20 1999, REGISTERED IN THE CHAMBER OF COMMERCE ON MARCH 3 2000, WAS APPOINTED AS MANAGER OF THE BRANCH OF TITAN INTERCONTINENTAL S.A. LOCATED ON CL. 11 No. 4-48, MRS. LINA MARIA DE GREIFF DE CARDENAS, ID. DOC. 32.487.734.

CERTIFIES:

THAT THROUGH MINUTES No. 04-99 FROM THE MEETING OF THE BOARD OF DIRECTORS HELD ON APRIL 26 1999, REGISTERED IN THE CHAMBER OF COMMERCE ON JANUARY 26 2000, WAS APPOINTED AS MANAGER OF THE BRANCH TITAN INTERCONTINENTAL S.A. BRANCH CHIPICHAPE, MR. ALFREDO GAMBOA SANCHEZ, ID. DOC. 2.423.109 – CALI.

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAPURT
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2373 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NUMBER 526515-02, A COMMERCIAL ESTABLISHMENT CALLED:

TITAN INTERCONTINENTAL S. A. CHIPICHAPE BRANCH

LOCATED AT:

CHIPICHAPE LOCAL 1-20

OF CALI

AND RENEWED FOR YEAR 2001

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NUMBER 558365-02, A COMMERCIAL ESTABLISHMENT CALLED:

BRANCH CALI TRADE CENTER TITAN INTERCONTINENTAL S. A.

LOCATED ON:

CR. 100 No. 11 60 123 LOCAL

OF CALI

FROM APRIL 10TH YEAR 2001

FILED
02 JAN 29 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NO. 565664-02, A COMMERCIAL ESTABLISHMENT CALLED:

CALI ORIENTAL

LOCATED ON:

CR. 3 No. 52 126

OF CALI

FROM JULY 10TH YEAR 2001

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NUMBER 365865-02, A COMMERCIAL ESTABLISHMENT CALLED:

TITAN INTERCONTINENTAL S. A.

LOCATED AT:

CL. 5 No. 46 83 201 LOCAL

OF CALI

AND RENEWED FOR YEAR 2001

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NUMBER 487721-02, A COMMERCIAL ESTABLISHMENT CALLED:

TITAN INTERCONTINENTAL S A.

LOCATED ON:

CL. 70 N No. 4 N 30 125 LOCAL

OF CALI

AND RENEWED FOR YEAR 2001

FILED
02 JAN 29 PM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIES:

THAT ON ITS BEHALF APPEARS REGISTERED IN THE CHAMBER OF COMMERCE UNDER NUMBER 510815-02, A COMMERCIAL ESTABLISHMENT CALLED:

TITAN INTERCONTINENTAL S. A.

LOCATED ON:

CL. 11 No. 4 48

OF CALI

AND RENEWED FOR YEAR 2001

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442

SUPER...
El Coordinador ...
este fin, ...

5 AGO 2001

Que ...
Notario ...
ejercía el cargo a la fecha de autenticación del presente documento.
Coordinador grupo de actividades notariales

REPUBLICA DE COLOMBIA
MINISTERIO DE RELACIONES EXTERIORES
APOSTILLE
(Convention de la Haye du 5 octobre 1961)

País: República de Colombia

El presente documento público

Ha sido firmado por: GONZALO ESCOBAR KAFURY
Actuando en calidad de: TRADUCTOR OFICIAL
Lleva el sello / estampilla de: TRADUCTOR OFICIAL

Certificado

En: Bogotá, D. C.
El: JUEVES, 9 DE AGOSTO DE 2001
Por: Legalizaciones del Ministerio de Relaciones Exteriores.

Bajo el No: 140958
NO. DE HOJAS: 16
CP 51874

Firma

Para mayor información consulte www.minrelext.gov.co/Apostilla con el número que aparece al lado de la firma.

AP128672

FILED
02 JAN 29 PM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DILIGENCIA DE AUTEN...
EL NOTARIO TERCERO DEL CIRCULO ...

NOTARIA 3
DEL CIRCULO
DE CALI
LILIANA RAMIREZ
NARANJO
NOTARIA (E)

CERTIFIES:

RENEWAL OF REGISTRATION: THE PARTNERSHIP RENEWED ITS MERCANTILE REGISTER ON MARCH 14TH YEAR 2001.

CERTIFIES:

THERE ARE NOT FURTHER ENTRIES THAT MODIFY TOTALLY OR PARTIALLY THE PRESENT CERTIFICATE.

THE ACTS OF REGISTRATION HOLD GROUND WITHIN FIVE (5) WORKING DAYS AFTER THE DATE OF THEIR REGISTRATION, PROVIDED THAT, WITHIN SAID TERM THEY ARE NOT OBJECT OF APPEALS TO EXECUTIVE AUTHORITIES.

IN COMPLIANCE WITH DECREE 2150 OF 1995 AND THE AUTHORIZATION ISSUED BY THE SUPERINTENDENCE OF INDUSTRY AND COMMERCE, THE STAMPED SIGNATURE APPEARING BELOW HAS FULL VALIDITY FOR ALL LEGAL EFFECTS.

FILED
02 JAN 29 PM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GIVEN IN CALI ON THE 23RD OF JULY, 2001, HOUR 12:09:00:37

THE SECRETARY.

(STAMPED SIGNATURE)
SEAL: CHAMBER OF COMMERCE OF CALI
CERTIFICATE

REPUBLICA DE COLOMBIA

GONZALO ESCOBAR KAFURY
TRADUCTOR E INTERPRETE OFICIAL
RESOLUCION No. 2878 MINJUSTICIA 1995
Cra. 31A No. 14-40 Tel. 3346267
Celular 033 5695442