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F02000000593

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOMERINCA, CORP.
(Name of corporation -must include suffix)

Dear Sir or Madam:

The enclosed " Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence",
and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Felipe Canizalez
(Name of Person)

LAWS Legal Assistance World Service Corporation
(Firm/Company)

11890 S.W. 8 Street PH VII
(Address)

Miami, Florida 33184
(City/State and Zip code)

900004834609--3
-01/30/02--01005--016
*****70.00 *****70.00

For further information concerning this matter, please call:

Felipe Canizalez (305) 551-3431

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

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02 JAN 29 PM 9:46
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TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

● \$70.00 Filing Fee O \$78.75 Filing Fee & O \$78.75 Filing Fee & O \$87.50 Filing Fee, Certificate of Status Certified Copy Certificate of
Status Certified Copy
2/4

**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. SOMERINCA, CORP.
(Name of corporation; must include the word "INCORPORATED", "COMP ANY", "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. VENEZUELA
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. JULY 06, 1990
(Date of incorporation)
5. PERPETUAL
(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. Calle Vargas Edif. Esteban Piso 2 Ofic. Unica, Boleita Norte, Caracas, Venezuela
(Principal office address)

CCS 9262, P.O. Box 025323, Miami, Florida 33102-5323

(Current mailing address)

8. All legal transactions and Legal Purposes
(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: LAWS, LEGAL ASSISTANCE WORLD SERVICES, CORPORATION

Office Address: 11890 S.W. 8 STREET PH VII
MIAMI, Florida 33184
(City) (Zip code)

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.

Felipe Canizalez Felipe Canizalez, President
(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.

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

A. DIRECTORS

Chairman: N/A
Address: _____

Vice Chairman: N/A
Address: _____

Director: N/A
Address: _____

Director: N/A
Address: _____

B. DIRECTORS

President: LUIS HUGO CASTRO
Address: CCS 9262, P.O. BOX 025323
MIAMI, FLORIDA 33102-5323

Vice President: KISWAR CASTRO
Address: CCS 9262, P.O. BOX 025323
MIAMI, FLORIDA 33102-5323

Secretary: N/A
Address: _____

Treasurer: N/A
Address: _____

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

13. by Luis Castro by Kiswar Castro
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LUIS HUGO CASTRO (PRESIDENT) KISWAR CASTRO (VICE PRESIDENT)

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

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TALLAHASSEE, FLORIDA

Translation.

Mercantile Registry V
Judicial District of the Federal District and Miranda State

Dra. Gisela Rangel
Mercantile Recorder V
Judicial District of the Federal District and Miranda State

CERTIFY

That in the Mercantile Registry transcribe as follow, whose original are registered in the
Folio: 604AOTO
Number: 36 like this **PARTICIPATION, NOTE AND DOCUMENT**
those are Accurate Original, as follow:

[There are 3 stamped seals of the Republica Bolivariana de Venezuela, Mercantile
Registry 5, Secretary of Interior and Justice, Federal District, Miranda State]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

307402

Yrama C. Canizares
Attorney
License Number 33462

Citizen
Mercantile Recorder V Judicial District of the Federal District and Miranda State
Office

I, **Yrama Canizares**, Venezuelan citizen, of Legal Age, of this domicile and bearer of Identity Certificate No. **V-5,556,790**, as Representative of the Company **SOMERINCA, C.A.**, Corporation constituted and domiciled in Caracas, registered in the Mercantile Registry II Judicial District of the Federal District and Miranda State, on July Six (06) One thousand Nine Hundred Ninety (1,990), remained register under No. 45, Folio 4-A-Sgdo, with the last modification made in the above registry on October 22, 2001, registered under No. 33, folio 598-A-QTO, and sufficiently Authorized according with the attached exhibit, I respectfully occur before you to state:

In the Extraordinary Assembly of Stockholders of the company that I represent, celebrate on October 29, 2001, and the certified copy of the minute is attached, and the resolution is in the Minute.

I request to the Citizen Mercantile Recorder to make all the arrangement to Register the present participation, the minute and the proceedings, and issued two (2) Certified Copies for the Legal Purpose of Publication.

Is Justice in Caracas, at the date to be protocol

[Illegible Signature]

[There are two Stamps of the Venezuela Republic]

[There are 3 stamped seals of the Republica Bolivariana de Venezuela, Mercantile Registry 5, Secretary of Interior and Justice, Federal District, Miranda State]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mercantile Registry V
Judicial District of the Federal District and Miranda State

Caracas on November Eight (08) 2001,
191 and 142

Presented the previous document and fulfilled all the law requirements, register under the Mercantile Registry, notice and publish the respective agree, proceed according to the request and **FILED** the Original, Issued Certify Copy with the insertion of the following judgment to be published. Release a copy according with the Art. 226 Commercial Code.

The previous document edited by **YRAIMA E. CANIZALEZ CH**, is registered under No. **36** Folio **604AQTO**, tariff **Bs. 44,976** according to application No. **40086**, tariff **Bs. 14,520** according to application No. **0358135**, the identification was as follow **Yrama Canizares** with Identity Certificate Number **V-5,556,790**.

Mercantile Recorder V

[Signature Illegible]

Dra. Gisela Rangel

This Page belong to: SOMERINCA, CA

[There are 3 stamped seals of the Republica Bolivariana de Venezuela, Mercantile Registry 5, Secretary of Interior and Justice, Federal District, Miranda State]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

307402

Yrama C. Canizares
Attorney
License Number 33462

The undersigned, YRAMA CANIZARES, Venezuelan citizen, of Legal Age, of this domicile and bearer of Identity Certificate No. V-5,556,790, as Representative of the Company **SOMERINCA, C.A.**, Certify: that this copy is an accurate made by her of the original of the above-mentioned Stockholders Book which is as follow:

Minute of the General Extraordinary Assembly,

Celebrated on October 29, 2001, that textually state:

In the City of Caracas, Federal District, at 1:00 a.m., day and hour noticed to celebrate the General Extraordinary Assembly of Stockholders of the Corporation "**SOMERINCA, C.A.**" The assembly take place in the company's Headquarter, Corporation constituted and domiciled in Caracas, registered in the Mercantile Registry II Judicial District of the Federal District and Miranda State, on July Six (06) One thousand Nine Hundred Ninety (1,990), remained register under No. 45, Folio 4-A-Sgdo, with the last modification made in the above registry on October 22, 2001, registered under No. 33, folio 598-A-QTO, without previous communication according to the above-mentioned statutes, because in this assembly is represented the Total Capital.

They met in the company's Headquarter the stockholders **LUIS HUGO CASTRO-GRADOS**, bearer of Identity Certificate No. 6,119,796 and **KISWAR CASTRO KREFT**, bearer of identity Certificate No. 9,970,262, owners of the hundred percent (100 %) of the company stocks, that represent the Total Capital of the company, as designate the first of them to preside the assembly, who immediately submit under consideration of all the presents the Day Order, and the cession is open and its expose the ONLY point to be treat:

ONLY POINT: Consider and Approve open a new branch of the company in the State of Florida, in United States of America.

[There are 2 stamped seals of the Republica Bolivariana de Venezuela, Mercantile Registry 5, Secretary of Interior and Justice, Federal District, Miranda State]

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TALLAHASSEE, FLORIDA

ONLY POINT: Mr. **KIZWAR CASTRO KREFT** said and explained the necessity of the company to open a new branch in the State of Florida, in the United States of America, and appointed to do all the necessary process to open a new branch of the company to the President **LUIS HUGO CASTRO**, previously fully identified, without limitation, and this new branch will be governed according to the Florida Laws, and maintaining his position as President of the company, in the United States of America New Branch, he has full power of Administration and Disposition, to act on behalf of the company for the good operation and defense of the rights, according to the Florida Law. Submitted the **ONLY POINT** and **Approved Unanimously**, for all the stockholders. And it was propose that only one signature Act the company "**SOMERINCA, C.A.**", from Venezuela, in the United States of America Branch, and **WITH NO OTHER POINT TO BE TREAT**, they said is finish, was approve with the Minute. Will be sign for all the stockholders. We authorize to Attorney Yrama Canizares, Venezuelan citizen, of Legal Age, bearer of Identity Certificate No. **V-5,556,790**, to do all the process to state in the Registry and obtain a Certify Copy. Signed (Luis Hugo Castro-Grado), Signed (Kiswar Castro Kreft)

In Caracas at the date of the presentation.

[Signature Illegible]

[Signature Illegible]
Dra. Gisela Rangel
Mercantile Recorder V

[There are 3 stamped seals of the Republica Bolivariana de Venezuela, Mercantile Registry 5, Secretary of Interior and Justice, Federal District, Miranda State]

82 JAN 29 PM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

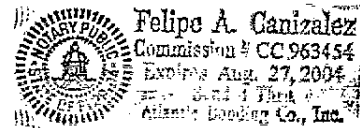
CERTIFICATION

I, FELIPE CANIZALEZ, HEREBY CERTIFY that I am competent to translate from Spanish to English and that to the best of my knowledge that the above is a true, complete, and accurate translation of the original Minute of the General Extraordinary Assembly, of SOMERINCA, C.A.

Dated this 27th day of December 2001.

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

Felipe Canizalez



**Notary Public State of Florida
at Large
(seal)**

**FILED
02 JAN 29 PM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Dra. Gisela Rangel
Registrador Mercantil V

De la Circunscripción Judicial del Distrito Capital y Estado Miranda

CERTIFICA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 604AQTO

Número: 36 así como PARTICIPACION NOTA

Y DOCUMENTO que se Copian de seguida, son traslado fiel de sus originales, los cuales son del tenor siguiente





REGISTRO MERCANTIL V
CIRCUNSCRIPCION JUDICIAL DEL
OTTO. CAPITAL, EDO. MIRANDA
INUTILIZADO

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TALLAHASSEE, FLORIDA



Yrama E. Cañizares
Yrama E. Cañizares C.A.
Abogado
IPSA N° 33482

307402



CIUDADANO

REGISTRADOR MERCANTIL V DE LA CIRCUNSCRIPCION JUDICIAL DEL
DISTRITO CAPITAL Y ESTADO MIRANDA.

SU DESPACHO.

Yo, **YRAMA CAÑIZARES**, venezolana, mayor de edad, de este domicilio y titular de la cédula de identidad No. **V-5.556.790**, actuando en mi carácter de representante de la Compañía **SOMERINCA, C.A.**, sociedad mercantil constituida domiciliada en Caracas, inscrita ante el Registro Mercantil II de la Circunscripción Judicial del Distrito Federal y Estado Miranda, el día SEIS (06) de Julio de Mil Novecientos Noventa (1.990), quedando anotada bajo el No.45, Tomo 4-A-Sgdo, siendo su mas reciente modificación hecha ante el mencionado Registro Mercantil el día 22 de Octubre de 2001, la cual quedo anotada bajo el No. 33, tomo 598-A-QTO, y suficientemente autorizada para ello, según se evidencia en el acta que acompaña a esta, ante usted muy respetuosamente ocurro para exponer:

En la Asamblea Extraordinaria de Accionistas de mi representada celebrada el 29 del mes de Octubre del 2001, de cuya acta se acompaña copia certificada, se adopto la resolución que aparece transcrita en la misma.

Ruego al Ciudadano Registrador Mercantil se sirva ordenar el registro de la presente participación, del acta que acompaña y del auto que sobre ella recaiga y me expidan dos (2) copias certificadas a los fines legales de su publicación.

Es Justicia en Caracas, a la fecha de su protocolización.

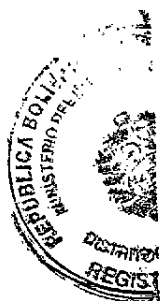
Yrama E. Cañizares

REPUBLICA DE VENEZUELA	
Ministerio de Hacienda	
Nombre del Solicitante	Nombre del Solicitante



REGISTRO MERCANTIL V
CIRCUNSCRIPCION JUDICIAL DEL
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INUTILIZADO

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REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas, Ocho (08) de Noviembre de 2001
191 y 142

Presentando el anterior documento y cumplidos como han sido los requisitos de ley, inscribese en el Registro Mercantil, fijese y publíquese el asiento respectivo. Procédase de conformidad con lo solicitado y ARCHIVASE original. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Líbrese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por YRAMA E. CAÑIZALES CH, se inscribe bajo el Nro. 36 Tomo 604AQTO, Derechos arancelarios Bs. 44976 según Planilla Nro. 40086 Derechos Fiscales Bs. 14520 según Planilla Nro. 0358135 La Identificación se efectuó así: YRAMA CAÑIZALES CON C.I. N° 7-5-556-5790

El Registrador Mercantil V

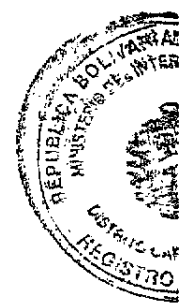
(D) Esta página pertenece a: SOMERINCA, CA

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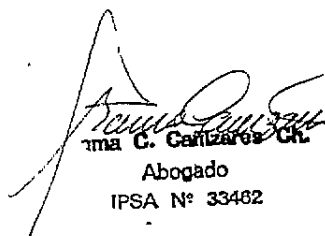




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REGISTRO MERCANTIL Y
CIRCUNSCRIPCION JUDICIAL DEL
DTTO. CAPITAL EDO. MIRANDA
INUTILIZADO


Yrama C. Cañizares C.A.
Abogado
IPSA N° 33462

307402

La suscrita,, **YRAMA CAÑIZARES**, venezolana, mayor de edad, de este domicilio y titular de la cédula de identidad No. **V-5.556.790**, en mi carácter de representante de la sociedad mercantil **SOMERINCA, C.A.**, Certifica: Que la copia que a continuación se transcribe es traslado fiel y exacto que se encuentra inserto en el Libro de Accionistas de la mencionada compañía, el cual copiado a letra es del tenor siguiente:



ACTA DE ASAMBLEA GENERAL EXTRAORDINARIA,
celebrada el día 29 de Octubre del año 2001, que dice textualmente:

En la ciudad de Caracas, Distrito Federal, siendo las 1:00 a.m., día y hora fijados para llevar a cabo la Asamblea General Extraordinaria de Accionistas de la Empresa "**SOMERINCA, C.A.**" realizada en su sede, sociedad mercantil constituida y domiciliada en Caracas, inscrita ante el Registro Mercantil II de la Circunscripción Judicial del Distrito Federal y Estado Miranda, el día SEIS (06) de Julio de Mil Novecientos Noventa (1.990), quedando anotada bajo el No.45, Tomo 4-A-Sgdo, siendo su más reciente modificación hecha ante el mencionado Registro Mercantil el día 22 de Octubre de 2001, la cual quedo anotada bajo el No.33, tomo 598-A-OTON, en virtud de la necesidad de previa convocatoria tal como lo establecen los estatutos sociales de la misma, ya que se encuentra representada la totalidad del Capital Social. Se reunieron en la Oficina Sede de la compañía los socios **LUIS HUGO CASTRO-GRADOS**, titular de la cedula de identidad No **V-6.119.796** y **KISWAR CASTRO KREFT**, titular de la cedula de identidad No **V-9.970.262**, titulares del cien por ciento (100%) de las acciones de la compañía, que representan el total del Capital Social de la misma, se designa al primero de ellos para que presidiera la Asamblea, quien de inmediato sometió a consideración de todos lo presentes la Orden del Día, por lo que se declara abierta la cesión y se expone el punto UNICO a tratar:

PUNTO UNICO: Considerar y aprobar abrir una sucursal de la empresa en el Estado de la Florida, de los Estados Unidos de Norte América.

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Y JUSTICIA
MIRANDA



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TALLAHASSEE, FLORIDA



REGISTRO MERCANTIL
CIRCUNSCRIPCION JUDICIAL DEL
DTTO. CAPITAL, EDO. MIRANDA
INUTILIZADO

PUNTO UNICO: Toma la palabra el Sr. **KISWAR CASTRO KREFT** y manifestó la necesidad para la empresa, de abrir una Sucursal de la misma en el Estado de la Florida de los Estados Unidos de Norte América, y nombrar a para realizar todos los tramites necesarios para la apertura de una sucursal de empresa al Presidente de la misma **LUIS HUGO CASTRO**, plenamente identificado anteriormente, sin limitación de ninguna especie, la cual se someterá a las regulaciones establecidas para ello, en el mencionado Estado. Manteniendo su carácter de **PRESIDENTE**, en la sucursal en los Estados Unidos de Norte América, tendría plena facultad de Administración y Disposición, pudiendo representar a la empresa en todo lo que considere necesario para el buen funcionamiento y defensa de los derechos de la misma, según las normas de ese Estado. Ahora bien, sometido el punto UNICO a consideración, fue aprobado por todos los accionistas por unanimidad, y se propuso que con su sola firma represente a la empresa "**SOMERINCA, C.A.**", de Venezuela, en la sucursal en los Estados Unidos de Norte América, y **NO HABIENDO OTRO PUNTO A TRATAR** se da por concluida la sesión, se aprobó levantando el Acta de la misma, y firman todos los accionistas la presente Acta en prueba de conformidad con la misma. Se autoriza al Abogado Yrama Cañizares, venezolana, mayor de edad de este domicilio y titular de la cedula de identidad No V-5.556.790, para que realice la participación correspondiente al Registro Mercantil y solicite la Copia Certificada de la misma. Los presentes firman conformes (Fdo) Luis Hugo Castro-Grado, (Fdo) Kiswar Castro Kreft.

En la Ciudad de Caracas a la fecha de su presentación.

Yrama Cañizares



[Signature]
Dra. GISELA RANGEL

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RECIBIDO
SECRETARIA DE JUSTICIA
FALLAS EJECUTIVAS
JUN 29 1994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

