

Division of Corporations

**F02000000989**

**Florida Department of State**  
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DIVISION OF CORPORATIONS

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**FOREIGN PROFIT QUALIFICATION**

**Marola Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 20, 2002

JAM MARK LIMITED

SUBJECT: MAROLA INC.  
REF: WQ2000004904

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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FAX And. #: H02000039893  
Letter Number: 702A00010412

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
MAROLA INC.**

The undersigned, being all of the members of the Board of Directors of MAROLA INC., a Delaware corporation (hereinafter "Corporation"), hereby consent to and adopt the following resolutions by written consent, in lieu of a special meeting of the Board of Directors; this instrument shall have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors of the Corporation and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

WHEREAS, the Board of Directors believes that it is in the best interest of the Corporation to obtain a Certificate of Authority to transact business in the State of Florida.

NOW, THEREFORE, IT IS

RESOLVED, that the Corporation be, and hereby is, authorized and directed file an Application by Foreign Corporation for Authorization to Transact Business in Florida, substantially in the form attached hereto as Exhibit "A" (the "Application"); and it is

FURTHER RESOLVED, that Luis Alvarez-Renta in his capacity as President of the Corporation be, and hereby is, authorized and directed to execute the Application and to file such Application with the Florida Department of State; and it is

FURTHER RESOLVED, that should the Corporation's name "Marola Inc." not be available for use in the State of Florida, the Corporation shall use the name "Marola International Inc." for the purpose of transacting business in the State of Florida; and it is

FURTHER RESOLVED, that the officers and directors of the Corporation be, and each of them are hereby authorized and directed, in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, any and all documents, instruments and certifications and to do or cause to be done all such acts and things, and to take all such steps, as any one or more officers may at any time or times deem necessary or desirable in connection with, and otherwise in order to carry out the full intent and purposes of the foregoing resolution; and it is

FURTHER RESOLVED, that this written consent may be executed in counterparts and by facsimile, each of which shall be deemed an original and an effective execution of this written consent, and all of

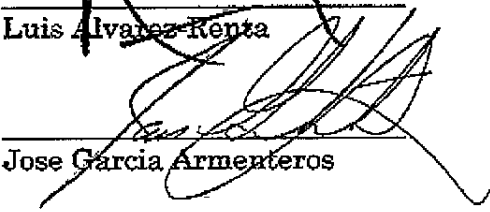
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which together shall constitute one authorization of the resolutions set forth in this written consent.

IN WITNESS WHEREOF the undersigned have executed this consent on the \_\_\_\_\_ day of February, 2002.

  
\_\_\_\_\_  
Luis Alvarez-Renta

  
\_\_\_\_\_  
Jose Garcia Armenteros

MIA1 #1114557 v1

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**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. Marola Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present)
2. Delaware 3. 51-0393289  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 13, 1997 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing  
(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. c/o 701 Brickell Ave., Suite 3000, Miami, Florida 33131  
(Principal office address)  
c/o 701 Brickell Ave., Suite 3000, Miami, Florida 33131  
(Current mailing address)  
The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.
8. \_\_\_\_\_  
(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: Intrastate Registered Agent Corporation  
Office Address: 701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
(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.*

Intrastate Registered Agent Corporation

(Registered agent's signature)

Steven H. Hagen, Vice President

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: See attached rider

Address: \_\_\_\_\_

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

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached rider

Address: \_\_\_\_\_

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

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Luis Alvarez-Renta, President

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

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**RIDER OF OFFICERS AND DIRECTORS**  
**OF**  
**MAROLA INC.**

Luis Alvarez-Renta  
c/o 701 Brickell Ave.  
Suite 3000  
Miami, Florida 33131

Director and President

Jose Garcia Armenteros  
c/o 701 Brickell Ave.  
Suite 3000  
Miami, Florida 33131

Director and Vice President

Steven H. Hagen  
c/o 701 Brickell Ave.  
Suite 3000  
Miami, Florida 33131

Secretary

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# Delaware

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## *The First State*

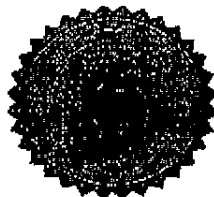
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAROLA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAROLA INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JANUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1614214

DATE: 02-14-02

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