F02000001482

March 15, 2002

DIMENSION
Capital Management

Ms. Grethen Harvey
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900005138639--0
-03/21/02--01033--004
*****78.75 *****78.75

Re: Dimension Capital Management Ltd., Inc.
Your Reference No. W01000025969
Filing of Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Grethen:

Following our telephone conversation from today's date, I am enclosing the two page application completed and signed by an authorized signer of the company along with a check payable to Florida Department of State in the amount of 78.75 to cover the filing fee and the Certificate fee.

You are holding the original certificate of existence duly authenticated by an official in the Island of Nevis, which you kindly advised, it would be accepted even though it is now more than 90 days old.

I would like to take this opportunity to thank you for all your assistance in this matter. Should you have any questions, please do not hesitate to call me at (305) 371-2776, ext. 315.

FILED
02 MAR 25 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Perla Antonio
Associate Director

/Encls.

F02-1482
OA 3/25

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. Dimension Capital Management Ltd., 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. Island of Nevis
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. June 5, 1998
(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. 701 Brickell Avenue, Suite 850, Miami, FL 33131
(Principal office address)

701 Brickell Avenue, Suite 850, Miami, FL 33131
(Current mailing address)

8. Investments
(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: Onofre Torres
DIMENSION CAPITAL MANAGEMENT

Office Address: 701 Brickell Avenue, Suite 850

Miami, **Florida** 33131
(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: Julio R. Herrera

Address: Diagonal 6, #10-31, Zona 10, Guatemala City, Guatemala

Vice Chairman:

Address:

Director: Cristian Rodriguez

Address: 11 Avenida 36-40, Zona 11, Guatemala City, Guatemala

Director: Onofre Torres

Address: 701 Brickell Avenue, Suite 850, Miami, FL 33131

B. OFFICERS

President: Julio R. Herrera

Address: Diagonal 6, #10-31, Zona 10, Guatemala City, Guatemala

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice President:

Address:

Secretary: Cristian Rodriguez

Address: 11 Avenida 36-40, Zona 11, Guatemala City, Guatemala

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. Onofre Torres, Director
(Typed or printed name and capacity of person signing application)

ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES

CERTIFICATE OF GOOD STANDING

I HEREBY CERTIFY that

DIMENSION CAPITAL MANAGEMENT LTD.

a company incorporated under the laws of *The British Virgin Islands* on *23rd February, 1996* and was redomiciled under the provisions of the Nevis Business Corporation Ordinance 1984, as amended, on

5th June, 1998

I FURTHER CERTIFY that according to the records of this office the said corporation is in Good Standing and has a legal corporate existence as of the date below shown.

Given under my Hand & Seal at Charlestown
This *25th day of October, 2001*

Registrar of Companies

CGITDIMF *NO. 10981*

APOSTILLE

(Convention de La Haye de 5 Octobre 1961)

1. Country: *St. Christopher and Nevis*

This public document

2. has been signed by *Clevelan E. Williams*
3. acting in the capacity of *Registrar*
4. bears the seal/stamp of *Registrar of Offshore Companies and Trust - Nevis*

Certified

5. at *Charlestown* 6. The 25/10/01
7. by *Theodore L. Hobson, Legal Advisor*
8. No. 14914
9. Seal/stamp: 10. Signature: Theodore L. Hobson

LEGAL DEPARTMENT NEVIS