F02000004176

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hispanic Shipping Line.com, Corporation
(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:

300007162063--4
-08/16/02--01028--013
*****78.75 *****78.75

Sandra Arguello
(Name of Person)

PB: A Financial Services, Corp.
(Firm/Company)

13935 NW 1st Ave.
(Address)

Miami, Fl. 33168
(City/State and Zip code)

FILED
02 AUG 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Sandra Arguello at (305) 688-9694
(Name of Person) (Area Code & Daytime Telephone Number)

11

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

BK

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

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.

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TALLAHASSEE, FLORIDA

1. Hispanic Shipping Line.com, Corporation
(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. Panama
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 3/23/01
(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. 1799 NE 164 St. #111, Miami, Fl. 33162
(Principal office address)

1799 NE 164 St. #111, Miami, Fl. 33162
(Current mailing address)

8. Shipping 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: PB:A Financial Services, Corp.

Office Address: 13935 NW 1st Ave

Miami, Florida 33168
(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.

[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 business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Ricardo Harmodio Smith Sanchez

Address: 30 East St. #39

Panama, Rep. of Panama

Vice President: ______________________

Address: ______________________

____

Secretary: Wendy Yanisela Guillen Gonzalez

Address: 30 East St. #39. Panama.

Treasurer: Yatzel Maria Saleeda Poyatos

Address: 30 East St. #39. Panama

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. Ricardo Harmodio Smith Sanchez.
(Typed or printed name and capacity of person signing application)

(Stamped Seal:
REPUBLIC OF PANAMA
ELEVENTH NOTARY OF
THE CIRCUIT)

REPUBLIC OF PANAMA
Ministry of Finance and Treasury

(SEAL)

NOTARY PAPER

NATIONAL REVENUE STAMPS
B/. 4.00 FOUR BALBOAS B/. 4.00

REPUBLIC OF PANAMA
ELEVENTH NOTARY
OF THE CIRCUIT)

FILED
2006 JUL 16 AM 9:57
TALLAHASSEE, FLORIDA

PUBLIC DEED NUMBER ONE THOUSAND SIXTY -------------------(1,060)------------------------

WHEREBY the Articles of Incorporation of the Corporation named **"HISPANIC SHIPPING LINE.COM, CORPORATION"** with domicile in the City of Panama, are protocolized.

Panama, March 23rd , 2001.

In the City of Panama, Capital of the Republic and Head of the Notarial Circuit by the same name, on the twenty-third (23rd) day of March of year two thousand one (2001), before me, **RAUL ADAMES FRANCESCHI**, Eleventh Notary Public of the Circuit of Panama, holder of personal identification number four – one hundred thirty nine – two thousand two hundred fifty three (4-139-2253), personally appeared the following persons known to me: **Lic. PEDRO PABLO AROSEMENA,** Panamanian, of full age, practicing attorney, resident of this City and holder of the personal identification number eight - four hundred fifty three - eight hundred thirty eight (8-453-838) and **RICARDO HARMODIO SMITH SANCHEZ,** male, Panamanian, of full age, resident of this city, and holder of the personal identification number eight-two hundred forty three-three hundred sixty three (8-243-363), handed me for its protocolization in this Public Deed, as I in fact do protocolize the Articles of Incorporation of the Corporation **"HISPANIC SHIPPING LINE.COM, CORPORATION"**, with domicile in the City of Panama, Republic of Panama and established in accordance with the Law thirty two (32) of the twenty sixth (26th) of February of nineteen twenty seven (1927). The requested protocolization has been executed and copies will be issued as requested by the interested parties.--

I advised the petitioners that a copy of this public instrument must be registered and read, as it was, in the presence of the attesting witnesses Mrs. Aurora Carrera with personal identification number one - fourteen - six hundred fifty (1-14-650) and Mr. Esteban Roman, with personal identification number eight – one hundred forty – four hundred thirteen (8-140-413), both of full age, residents of this City, whom I know and are competent for this commission, found it correct, approved it and all signed it for the record before me, the certifying Notary Public. --

This Public Deed bears the order number ONE THOUSAND SIXTY -----------(1,060)------------

(Signed) PEDRO PABLO AROSEMENA-------RICARDO HARMODIO SMITH SANCHEZ-------AURORA CARRERA --------------ESTEBAN ROMAN-----------RAUL ADAMES FRANCESCHI, ELEVENTH NOTARY PUBLIC.--

ARTICLES OF INCORPORATION OF:

" HISPANIC SHIPPING LINE.COM, CORPORATION"

Organized under the General Law of Corporations of the Republic of Panama. The undersigned, Lic. **PEDRO PABLO AROSEMENA,** male Panamanian, of full age, practicing attorney, resident of this City and holder of the personal identification number eight - four hundred fifty three - eight hundred thirty eight (8-453-838) and **RICARDO HARMODIO SMITH SANCHEZ,** male, Panamanian, of full age, resident of this city, and holder of the personal identification number eight-two hundred forty three-three hundred sixty three (8-243-363), for the purpose of establishing a corporation in conformance with the provisions of the Law 32 of 1927 and its amendments, pertaining to corporations of the Republic of Panama, by these presents establish, agree to and constitute the following ARTICLES OF INCORPORATION subject to the following clauses: **FIRST:** The name of the Corporation is **"HISPANIC SHIPPING LINE.COM, CORPORATION". SECOND:** The main objectives of the Corporation are general maritime trading, general administration of ships or vessels, their purchase, sale, and charter, operation of maritime lines of navigation, ship agencing, and in general to any legal maritime operation in the Republic of Panama or in any other country. Also in doing all and any of the things that are further expressed, in the same manner that natural persons could or might do such things, in any part of the world, namely: a) To carry out all types of commercial operations and transactions in any part of the world, be it by the acquisition and exploitation of real state or chattels, any type of seagoing vessels or rights of any kind through the direct or indirect investment or financing of any commercial or industrial activity in which the Corporation or any other companies may be engaged, even though such persons or companies may not be engaged in the same activities as this Corporation; and further engage in the acquisition of shares issued by other corporations; b) To negotiate in patents and improvement of patented procedures related to the business of trading; c) To acquire, buy, posses, sell, encumber, take and give on lease, profit from, administer, take or give on deposit, transfer, dispose of, and negotiate in al kinds of chattels, real state, livestock, merchandise, trading goods, assets, shares, bonds, negotiable instruments, and commodities; d) To enter into all kinds of civil, commercial, public, or private contracts, or contracts of any other sort, class or nature; e) To lend or borrow money, with or without interest, in installments or in a lump sum, or under any other conditions or nature; f) To take, accept, endorse, discount, grant, issue, and deal in promissory notes, bills of exchange, bills of lading, guarantees, debentures, and any other negotiable or transferable instruments, covered by security, mortgage, trusts, personal sureties, or any other guarantee normally acceptable in business; g) To act for itself or for any other companies, corporations, government institutions, banks, and international organizations in all kinds of negotiations, transactions, operations, acts, and activities; h) To buy, sell, mortgage, lease, constitute easement of transit and encumbrance on property related to the business of the corporation; i) To engage in the business of importation and exportation in general, and to obtain necessary loans for its business, from any persons, firms, banks, or corporations needed for its business; j) Guarantee such loans as permitted by law; k) In general, to enter into all transactions, operations, businesses, acts and activities, permitted by Panamanian Law to corporations, even though not expressly mentioned in these Articles of Incorporation. In addition to these objects, the Corporation will have all the powers expressed in article nineteen (19) of Law thirty-two (32) of nineteen hundred twenty seven (1927), of the Republic of Panama, just as any other powers which may be granted to the corporation by any other laws in force. **THIRD:** The amount of the authorized social capital will be of **TEN THOUSAND DOLLARS (US$ 10,000.00)** divided into **TEN (10) COMMON SHARES** of a nominal value of **ONE THOUSAND (US $1,000.00) DOLLARS** each share. The Certificates will be issued to the bearer. All shares will have the same right and privileges and each share will carry the right to one (1) vote in every General Assembly of Shareholders. Without prejudice of what is determined by the by-laws of the Corporation in this respect, the share certificates will be signed by the President, together with the Treasurer or the Secretary. **FOURTH:** In each new issuance of stock, the shareholders will have preferential right to subscribe the stock-shares to be issued, in proportion to the number of shares which at the time they own. **FIFTH:** The number of shares that each subscriber of these Articles of Incorporation agrees to take is as follows **PEDRO PABLO AROSEMENA**, ONE (1) SHARE and **RICARDO HARMODIO SMITH SANCHEZ**, ONE (1) SHARE. **SIXTH:** The corporation shall be domiciled in 30th Street and Balboa Avenue, Bldg. No. 39, City of Panama, Republic of Panama, but may establish branch offices in any part of the world. The name of the Resident Agent of the corporation, for all legal effects, will be the Law Firm **INTERNATIONAL SHIPPING BUREAU (PANAMA)**, with offices at 30th Street and Balboa Avenue, Building no. 39, Panama City, who accept the position of Resident Agent. Said Agent does not have, however, authorization to contract obligations on behalf of the company. **SEVENTH:** The duration of the corporation shall be perpetual, but may be dissolved in conformance with the Law. **EIGHTH:** The Board of Directors may elect one (1) or more Vice-Presidents, Assistant Treasurers, or Assistant Secretaries. At any meeting of the Board of Directors, any Director may be represented and may vote by proxy through an attorney or attorneys appointed by a written, public or private instrument, with or without power of substitution. **NINTH:** The contracts or other transactions between this and any other company shall not be null or voidable by the mere fact that one or more of the Officers or Directors of this Corporation are party or interested parties in said contracts or transactions. The Directors and Officers of this corporation are relieved from any liability which they may incur when authorizing a contract with the corporation for their own benefit or for the benefit of any other firm or corporation of which they may be interested party to any title. **TENTH:** This corporation reserves the right to amend these Articles of Incorporation, as they have been amended, from time to time, in the manner prescribed by the laws currently in force or by any laws issued in the future, it being understood that all rights conferred upon the Officers, Directors, or Shareholders in the present are subject to this reservation. **ELEVENTH:** The first Directors are: **RICARDO HARMODIO SMITH SANCHEZ, YATZEL MARIA SALCEDA POYATOS, WENDY YANISELA GUILLEN GONZALEZ,** with domicile in 30th East Street, No. 39, Panama, Rep. of Panama. The Directors of this corporation may not be less than three (3) or more than eight (8), and need not necessarily be shareholders of this Corporation. The Board of Directors shall perform the powers of the corporation, with the exception of those that have been assigned to or reserved for the shareholders by the Law or the Articles of Incorporation. The Board of Directors shall have the absolute control and complete administration of the business of the corporation; therefore, the corporation shall be managed and its rights performed by the Board of Directors. The Board of Directors of the corporation may make, alter or annul the by-laws of the corporation, fix and change from time to time the amount of capital to be held in reserve for any lawful purpose and the granting as well as the revocation of General and Special Powers of Attorney. The Officers and Directors are fully authorized to enter into contracts, transactions and processes necessary for the good development of the corporation, binding the corporation with their sole signature. **TWELFTH:** The Directors may be represented and may vote at all the meetings of the Board of Directors by proxy, which may not necessarily be Directors, and for which they must present a proxy, in writing, granted for that purpose by the respective Director. The proxy could be granted by public instrument or in common paper, with or without power of substitution. **THIRTEENTH:** The Board of Directors' Meetings and the Shareholders' Assemblies may be held in any part of the world. **FOURTEENTH:** The first Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, namely:

PRESIDENT:	**RICARDO HARMODIO SMITH SANCHEZ**
TREASURER:	**YATZEL MARIA SALCEDA POYATOS**
SECRETARY:	**WENDY YANISELA GUILLEN GONZALEZ**

The Legal Representative of the Corporation will be the President and in his absence the person appointed by the Board of Directors.---

IN WITNESS WHEREOF we have issued and signed the present Articles of Incorporation in the City of Panama, Republic of Panama, on the twenty-third (23rd day of March of two thousand one (2001).--

(Signed) PEDRO PABLO AROSEMENA RICARDO HARMODIO SMITH SANCHEZ

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THIS COPY WHICH I ISSUE, SIGN AND SEAL IN THE CITY OF PANAMA, ON THE twenty-third (23^{rd}) DAY OF March OF TWO THOUSAND ONE (2001), IS IN ACCORDANCE WITH ITS ORIGINAL.--

(SIGNED) LICENTIATE RAUL ADAMES FRANCESCHI--- ELEVENTH NOTARY PUBLIC.---

(There is stamped a seal of the Eleventh Notary of the Circuit - Republic of Panama.)-----------

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THE FOREGOING DOCUMENT HAS BEEN FILED IN THE PUBLIC REGISTRY, Commercial Section.

Microjacket 397560

Document 214924

Panama, March 29th, 2001

(Signed) Pedreschi

REPUBLICA DE PANAMA
NOTARIA UNDECIMA DEL CIRCUITO DE PANAMA

PAPEL NOTARIAL

LEY N° 56 de 25 de julio de 1996

ESCRITURA PUBLICA NUMERO MIL SESENTA ---------------------------(1,060)-----------------------------------

POR LA CUAL SE PROTOCOLIZA EL PACTO SOCIAL DE LA SOCIEDAD ANONIMA DENOMINADA **"HISPANIC SHIPPING LINE.COM, CORPORATION"** con domicilio en la Ciudad de Panamá.

Panamá, 23 de Marzo de 2001.

En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los veintitrès (23) dias del mes de Marzo del dos mil uno (2001), ante mí, **RAUL ADAMES FRANCESCHI**, Notario Público Undécimo del Circuito de Panamá, portador de la cédula de identidad personal número cuatro – ciento treinta y nueve –dos mil doscientos cincuenta y tres (4-139-2253), comparecieron personalmente las siguientes personas a quienes conozco: **Lic. PEDRO PABLO AROSEMENA,** varón, panameño, mayor de edad, abogado en ejercicio, vecino de esta ciudad y portador de la cédula de identidad personal no. ocho - cuatrocientos cincuenta y tres - ochocientos treinta y ocho (8-453-838) y **RICARDO HARMODIO SMITH SANCHEZ,** varón panameño, mayor de edad, vecino de esta ciudad, con cédula de identidad personal número ocho – doscientos cuarenta y tres - trescientos sesenta y tres (8-243-363), me entregaron para su protocolización en esta Escritura Pública, y al efecto protocolizo el Pacto Social de la sociedad anónima denominada **"HISPANIC SHIPPING LINE.COM, CORPORATION"** con domicilio en la Ciudad de Panamá, República de Panamá y constituida de conformidad con la Ley treinta y dos (32) del veintiséis (26) de Febrero de mil novecientos veintisiete (1927). Queda hecha la protocolización solicitada y se expedirán las copias que soliciten los interesados. --

Advertí a los comparecientes que copia de este instrumento público debe registrarse y leída como les fue en presencia de los testigos instrumentales Señora Aurora Carrera con cédula de identidad personal número uno - catorce - seiscientos cincuenta (1-14-650) y Señor Esteban Román, con cédula de identidad personal número ocho – ciento cuarenta – cuatrocientos trece (8-140-413), ambos mayores de edad, vecinos de esta Ciudad, a quienes conozco y son hábiles para el cargo, la encontraron conforme, le impartieron su aprobación y la firman todos para constancia ante mí, el Notario, que doy fe. --------------------

Esta Escritura lleva el número de orden MIL SESENTA -----------------------(1,060)--------------------------------

(firmado)PEDRO PABLO AROSEMENA---------RICARDO HARMODIO SMITH SANCHEZ------------- AURORA CARRERA-----ESTEBAN ROMAN----RAUL ADAMES FRANCESCHI, NOTARIO PUBLICO UNDECIMO---

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Nº 351198

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

conocimientos, garantías, debenturas y cualesquiera otros instrumentos negociables o transferibles, asegurados con prenda, hipoteca, fianzas personales, o cualesquiera otra garantía aceptable usualmente en el comercio; g) Actuar de por si, o por mandato de otras compañías, corporaciones, instituciones gubernamentales, bancos y organismos internacionales en toda clase de negociaciones, transacciones, operaciones, actos y actividades; h) Comprar, vender, hipotecar, arrendar, constituir servidumbre de tránsito y gravamen sobre bienes relacionados con los negocios de la sociedad; i) Dedicarse al negocio de importación y exportación en general; obtener préstamos de cualesquiera personas, firmas, bancos, o sociedades anónimas que sean necesarios para su negocio; j) Garantizar tales préstamos según lo permita le Ley; k) En general celebrar todas las transacciones, operaciones, negocios, actos, y actividades permitidas por las leyes panameñas a las sociedades anónimas, aunque no están expresamente mencionadas en este Pacto Social. Además de estos objetos, la sociedad tendrá todas las facultades expresadas en el artículo diecinueve (19) de la Ley treinta y dos (32) de mil novecientos veintisiete (1927), de la República de Panamá, así como cualesquiera otras facultades que sean otorgadas a la sociedad por cualesquiera otras leyes vigentes. **TERCERO:** El monto del capital social autorizado será de **DIEZ MIL DÓLARES (US$. 10,000.00)** dividido en **DIEZ (10) ACCIONES COMUNES** de un valor nominal de **MIL (US $1,000.00) DÓLARES** cada acción. Los Certificados serán emitidos al Portador. Todas las Acciones tendrán el mismo derecho y privilegio y cada una tendrá derecho a un (1) voto en todas las Juntas Generales de Accionistas. Sin perjuicio de lo que al respecto determinen los Estatutos de la Sociedad, los Certificados de Acciones serán firmados por el Presidente conjuntamente con el Tesorero o Secretario. **CUARTO:** En cada nueva emisión de acciones los accionistas tendrán el derecho preferente de suscribir las acciones por emitirse en proporción a las acciones de que a la sazón sean propietarios. **QUINTO:** El número de acciones que cada suscriptor de este Pacto Social convienen en tomar es como sigue: **PEDRO PABLO AROSEMENA**, una (1) acción y **RICARDO HARMODIO SMITH SANCHEZ**, una (1) acción. **SEXTO:** La sociedad tendrá su domicilio en Calle 30 Este y Ave. Balboa, No. 39, Ciudad de Panamá, República de Panamá, pero podrá establecer oficinas sucursales en cualquier parte del mundo. El nombre del Agente Residente de la Sociedad, para todos los efectos legales, será el Bufete **INTERNATIONAL SHIPPING BUREAU (PANAMA)**, con oficinas en Calle 30 y Avenida Balboa, Edificio 39, Ciudad de Panamá, quienes aceptan el cargo de Agente Residente. Dicho Agente no tiene sin embargo autorización para contraer obligaciones a nombre de la compañía. **SEPTIMO:** La Sociedad será de duración perpetua, pero podrá ser disuelta de conformidad con la ley. **OCTAVO:** La Junta Directiva podrá elegir uno o más

A 12

Nº 351199

REPUBLICA DE PANAMA

B/. 4.00

REPUBLICA DE PANAMA
NOTARIA UNDECIMA DEL CIRCUITO DE PANAMA

PAPEL NOTARIAL

LEY N° 56 de 25 de julio de 1996

02 AUG 16 FILED

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PRESIDENTE---------------------------**RICARDO HARMODIO SMITH SANCHEZ**------------------------------------

TESORERA------------------------------**YATZEL MARIA SALCEDA POYATOS**---

SECRETARIA---------------------------**WENDY YANISELA GUILLEN GONZALEZ**-------------------------------------

El Representante Legal de la Sociedad será el Presidente y en su defecto la persona que designe la Junta Directiva.---

EN FE DE LO CUAL hemos extendido y firmado el presente Pacto Social en la Ciudad de Panamá, República de Panamá, a los veintitrès (23) días del mes de Marzo del dos mil uno (2001).----------------------

(firmado) PEDRO PABLO AROSEMENA -----------RICARDO HARMODIO SMITH SANCHEZ--------------------

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CONCUERDA CON SU ORIGINAL ESTA COPIA QUE EXPIDO, SELLO Y FIRMO EN LA CIUDAD DE PANAMA A LOS VEINTITRES (23) DIAS DEL MES MARZO DEL DOS MIL UNO (2001).------------------------

Lic. Raúl A. Adames Franceschi
Notario Público Undécimo

Ingresado en el Registro Público de Panamá

Provincia: **Panamá** | Fecha y Hora: **2001/03/28 08:45:02:0**
Tomo: **2001** | Asiento: **31020**
Presentante: **RICARDO SMITH** | Cedula: **8-243-363**
Liquidación No.: **8149050** | Total Derechos: **60.00**
Ingresado Por: **TECOB**

Teresa S Córdoba B.

REPUBLICA DE PANAMA — OFICINA DE REGISTRO PUBLICO

Nº 351200