

F02000004774

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLORIDA BROKERS LTD - INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

9/18 FOR CORP CC+CUS

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:

MJH

EDGAR PAEZ

(Name of Person)

300007835989--1
-09/18/02--01070--001
*****87.50 *****87.50

FLORIDA BROKERS LTD

(Firm/Company)

21050 NE 38th ave #2103

(Address)

AVENTURA, FL. 33180

(City/State and Zip code)

For further information concerning this matter, please call:

EDGAR PAEZ

(Name of Person)

at (305) 951-5229

(Area Code & Daytime Telephone Number)

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

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

FILED
FILED
02 SEP 18 PM 6:45
02 SEP 18 PM 1:45
TALLAHASSEE, FLORIDA

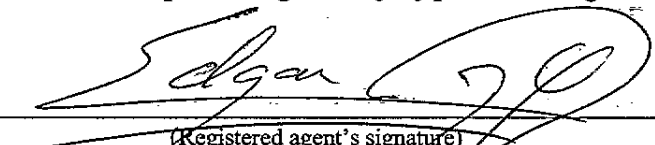
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. FLORIDA BROKERS LTD INCORPORATED
(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, SOUTH AMERICA
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEP-29-1999 5. SEP-27-2099
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9-18-02
(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. CRA 14 N° 110-02 SUITE 503 BOGOTA, COLOMBIA, SOUTH AMERICA
(Principal office address)
THE SAME
(Current mailing address)
8. TO CONDUCT REAL ESTATE TRANSACTION AND GET PAID A SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) COMMISSION FEE.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: EDGAR PAEZ
Office Address: 21050 NE 38th ave #2103
AVENTURA, Florida 33180
(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.


(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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02 SEP 18 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: EDGAR PAEZ

Address: CRA 14 N° 110-62 # 503
BOGOTA, COLOMBIA. S.A.

Vice Chairman: ALEJANDRO PAEZ

Address: CRA 14 N° 110-62 # 503
BOGOTA, COLOMBIA, S.A.

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: EDGAR PAEZ

Address: CRA 14 N° 110-62 # 503
BOGOTA, COLOMBIA. S.A.

Vice President: ALEJANDRO PAEZ

Address: CRA 14 N° 110-62 # 503
BOGOTA, COLOMBIA. S.A.

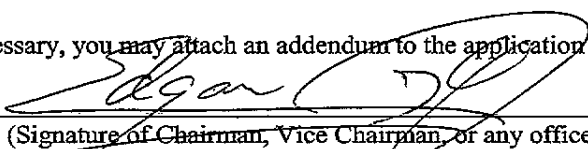
Secretary: _____

Address: _____

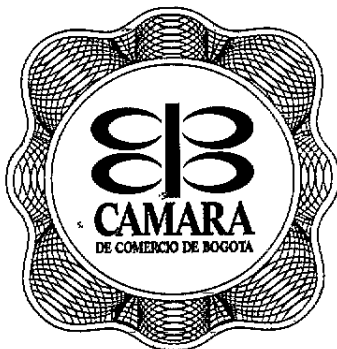
Treasurer: _____

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



01



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CAMARA DE COMERCIO DE BOGOTA

SEDE NORTE

21 DE AGOSTO DE 2002

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HOJA : 001

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CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O INSCRIPCION DE DOCUMENTOS.

LA CAMARA DE COMERCIO DE BOGOTA, CON FUNDAMENTO EN LAS MATRICULAS E INSCRIPCIONES DEL REGISTRO MERCANTIL,

CERTIFICA :

NOMBRE : FLORIDA BROKERS LTDA

N.I.T. : 08300630707

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 00971226

CERTIFICA :

CONSTITUCION : QUE POR ESCRITURA PUBLICA NO. 0002016 DE NOTARIA NOVENA DE SANTA FE DE BOGOTA D.C. DEL 27 DE SEPTIEMBRE DE 1999, INSCRITA EL 30 DE SEPTIEMBRE DE 1999 BAJO EL NUMERO 00698365 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA: FLORIDA BROKERS LTDA

CERTIFICA :

REFORMAS:

ESCRITURA	FECHA	NOTARIA	CIUDAD	INSCRIPCION	FECHA
0000792	2000/05/08	00009	SANTA FE DE BOG	00727870	2000/05/10

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 27 DE SEPTIEMBRE DEL 2099 .

CERTIFICA :

OBJETO SOCIAL: LA PROMOCION Y REALIZACION DE ACTOS DE DISPOSICION, ADMINISTRACION DE BIENES INMUEBLES Y MUEBLES SITUADOS EN EL PAIS Y EN EL EXTRANJERO Y LA INTERMEDIACION EN TODOS LOS TRAMITES REQUERIDOS PARA LA FINANCIACION DE PROYECTOS DE VIVIENDA, DE COMERCIALIZACION O DE INVERSION Y EN DESARROLLO DE ESTE OBJETO LA SOCIEDAD REALIZARA LAS SIGUIENTES ACTIVIDADES: LA INVERSION DE SUS PROPIOS RECURSOS EN SOCIEDADES O TITULOS VALORES CON EL FIN DE OBTENER RENTABILIDAD. 2) LA COMPRA, PERMUTA, ADMINISTRACION, URBANIZACION, CONSTRUCCION, ARRENDAMIENTO, PROMOCION Y VENTA DE BIENES INMUEBLES COMO TAMBIEN LA REPRESENTACION DE SUS PROPIETARIOS, YA SEA QUE ESTEN UBICADOS EN EL PAIS O EN EL EXTRANJERO. 3) LA PRESTACION DE SERVICIOS DE CONSULTORIA PROFESIONAL. 4) LA CELEBRACION O EJECUCION DE UNO O MAS ACTOS DE COMERCIO POR CUENTA DE TERCERAS PERSONAS, EN DESARROLLO DE CONTRATOS DE MANDATO COMERCIAL, EN ESPECIAL BAJO LA FIGURA DE REPRESENTANTES O DE AGENTE COMERCIAL DE EMPRESARIOS NACIONALES O EXTRANJEROS. 5) LA REALIZACION PROFESIONAL Y PERMANENTE DE CONTRATOS DE CORRETAJE. 6) LA FABRICACION, COMPRA, IMPORTACION, ARRENDAMIENTO, VENTA, DISTRIBUCION, SUMINISTRO Y EXPORTACION DE BIENES. 7) LA REPRESENTACION EN FONDOS MUTUOS DE INVERSION EN EL EXTERIOR. 8) EN GENERAL SE ENTIENDEN INCLUIDOS DENTRO DEL OBJETO SOCIAL LOS ACTOS DIRECTAMENTE RELACIONADOS CON



CAMARA DE COMERCIO DE BOGOTA

SEDE NORTE

21 DE AGOSTO DE 2002

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HOJA : 002

GERENTE

PAEZ GOMEZ EDGAR JOSE

C.C.00002143337

QUE POR ACTA NO. 0000003 DE JUNTA DE SOCIOS DEL 11 DE MAYO DEL 2000 , INSCRITA EL 15 DE MAYO DEL 2000 BAJO EL NUMERO 00728504 DEL LIBRO IX , FUE(RON) NOMBRADO(S) :

NOMBRE

IDENTIFICACION

SUPLENTE DEL GERENTE

PAEZ RAMIREZ ALEJANDRO

C.C.00079983364

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL DE LA SOCIEDAD, CON FACULTADES, POR LO TANTO, PARA EJECUTAR TODOS LOS ACTOS Y CONTRATOS ACORDES CON LA NATURALEZA DE SU ENCARGO Y QUE SE RELACIONEN DIRECTAMENTE CON EL GIRO ORDINARIO DE LOS NEGOCIOS SOCIALES. EN ESPECIAL, EL GERENTE TENDRA LAS SIGUIENTES FUNCIONES: A) USAR DE LA FIRMA O RAZON SOCIAL; B) DESIGNAR AL SECRETARIO DE LA COMPAÑIA; C) DESIGNAR LOS EMPLEADOS QUE REQUIERA EL NORMAL FUNCIONAMIENTO DE LA COMPAÑIA Y SEÑALARLES SU REMUNERACION, EXCEPTO CUANDO SE TRATE DE AQUELLOS QUE POR LEY O POR ESTOS ESTATUTOS DEBAN SER DESIGNADOS POR LA JUNTA GENERAL DE SOCIOS; D) PRESENTAR UN INFORME DE SU GESTION A LA JUNTA GENERAL DE SOCIOS EN SUS REUNIONES ORDINARIAS Y EL BALANCE GENERAL DE FIN DE EJERCICIO CON UN PROYECTO DE DISTRIBUCION DE UTILIDADES; E) CONVOCAR A LA JUNTA GENERAL DE SOCIOS A REUNIONES ORDINARIAS Y EXTRAORDINARIAS; F) NOMBRAR LOS ARBITROS QUE CORRESPONDAN A LA SOCIEDAD EN VIRTUD DE COMPROMISOS, CUANDO ASI LO AUTORICE LA JUNTA GENERAL DE SOCIOS, Y DE LA CLAUSULA COMPROMISORIA QUE EN ESTOS ESTATUTOS SE PACTA; Y G) CONSTITUIR LOS APODERADOS JUDICIALES NECESARIOS PARA LA DEFENSA DE LOS INTERESES SOCIALES; PAR.- EL GERENTE REQUERIA AUTORIZACION PREVIA DE LA JUNTA GENERAL DE SOCIOS PARA LA EJECUCION DE TODO ACTO O CONTRATO QUE EXCEDA DE (\$18'000.000).

CERTIFICA :

DIRECCION DE NOTIFICACION JUDICIAL : CRA. 14 NO. 110-62 APTO. 503 MUNICIPIO : BOGOTA D.C.

CERTIFICA :

QUE NO FIGURAN INSCRIPCIONES ANTERIORES A LA FECHA DEL PRESENTE CERTIFICADO, QUE MODIFIQUEN TOTAL O PARCIALMENTE SU CONTENIDO.

DE CONFORMIDAD CON LO CONCEPTUADO POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, LOS ACTOS DE REGISTRO AQUI CERTIFICADOS QUEDAN EN FIRME CINCO (5) DIAS HABILES DESPUES DE LA FECHA DE PUBLICACION EN EL BOLETIN DEL REGISTRO DE LA CORRESPONDIENTE INSCRIPCION, SIEMPRE QUE NO SEAN OBJETO DE RECURSOS EN LA VIA GUBERNATIVA.

VALOR : \$ 2,200.00

DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996, LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

TRANSLATOR'S CERTIFICATE OF ACCURACY

REFERENCE: FLORIDA BROKERS ARTICLES OF INCORPORATION

MONICA MARTINEZ, do hereby affirm as follows:

That, I am familiar with both the English and Spanish languages.

**That I have made the attached translations from the annexed documents
hetero in the Spanish language and hereby certify that the same is a true
and complete translation to the best of my knowledge ability and belief.**

A handwritten signature in black ink, appearing to read "Monica Martinez J.", with a stylized flourish at the end.

Monica Martinez.

Telephone: (305) 9330847

01* *27312776

**THE CHAMBER OF COMMERCE OF BOGOTA
NORTH BRANCH**

AUGUST 21, 2002

TIME: 10:23:32

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PAGE: 001

**CERTIFICATE OF PARTNERSHIP EXISTENCE AND LEGAL
REPRESENTATION
DOCUMENTS INCORPORATION.**

The Chamber of Commerce of Bogotá, pursuant The Merchant Register's incorporations and records,

CERTIFIES:

NAME: FLORIDA BROKERS LTDA (Incorporated)

Tax ID No: 08300630707

DOMICILE: Bogotá DC.

CERTIFIES:

Registered under No. 00971226

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

CERTIFIES:

PARTNERSHIP CONSTITUTION: The Commercial Limited Liability Partnership named "**FLORIDA BROKERS LTDA**" **-Incorporated-** has been constituted by Public Document No. 0002016 issued in Bogotá's 9th Notary on September 30, 1999 and incorporated on September 30th, 1999 under No. 00698365 - book IX.

CERTIFIES:

AMENDMENTS MADE:

Document: 0000792

Date: May 08, 2000

Notary: 9th

City: Santa Fe de Bogotá

Inscription No.: 00727870

Date: May 10, 2000

CERTIFIES:

TERM. The Partnership is not dissolved and its term of termination shall be until September 27, 2099.

CERTIFIES:

SOCIAL OBJECTIVES:

This Partnership is being formed to execute any and all disposition acts such as National or International Real State properties administration, intermediation for all financing issues for housing, investments and commercial projects. In order to develop its social objectives the Partnership will be able to:

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

1. To Invest its own economical resources in different Partnerships or acquire shares to obtain economic profits.
2. To buy, exchange, administrate, construct, develop, lease, promote and sale real state properties as well as representing properties owners within the country or in foreign countries.
3. To provide professional consulting services.
4. To celebrate any and all kind of commercial acts representing third parties interests as legal representatives or commercial agents for national or international clients.
5. To execute any and all professional brokerage contracts.
6. To manufacture, purchase, import, sell, distribute, supply and export any product.
7. To represent mutual funds investments in foreign countries.
8. In general terms execute any and all lawful acts directly related to the Partnership social objective or those conventional related to the Partnership activities and existence.
9. To promote the construction of all kind of commercial or housing real state properties.
10. To act as contractor representing third parties for real state construction.
11. To act as Mortgage brokers to obtain financial resources for construction projects as well as provide professional advise to issue credit requests.
12. To invest capital to finance construction projects, and pursuant its social objective, the Partnership will be able to acquire, take and lease, pledge and restrict all kind of real estate properties. To lend money with Company assets as guaranty, execute financial operations in order to obtain sources of funds for the proper development of The Company business. To constitute company's subsidiaries in order to execute Company's social objectives, make part in other partnerships with the same or similar social objective, merge with them, buy, sell or alienate its stocks, bonus and any

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

kind of investment in other Partnerships. To acquire patents, commercial names, brands representations, industrial rights and copywriting rights and to obtain from them economical profits.

13. To provide Real State Properties appraisal services.

14. To provide Consulting services in Real State issues, specially in those related to Development projects.

15. Consulting services to issue Real State licenses and permits.

The above mentioned activities shall be execute accomplishing always with legal dispositions

CERTIFIES

CAPITAL AND PARTNERS: The Partnership Capital is \$ 20,000,000.00 Colombian pesos, divided in 1,000 shares with a nominal value of \$20,000 each share, distributed as follows:

<u>PARTNER</u>	<u>ID No.</u>	<u>SHARES No.</u>	<u>AMOUNT</u>
PAEZ GOMEZ EDGAR JOSE	00019074735	500	\$10,000,000
PAEZ RAMIREZ ALEJANDRO	00079983364	500	\$10,000,000
TOTAL		1000	\$20,000,000

CERTIFIES:

LEGAL REPRESENTATION: The Partnership shall have a General Manager appointed or removed by the Partner's Board of Directors and one or two Supplant Managers appointed or removed by the Partner's Board of Directors who in case of partial or absolute absence shall replace the General Manager in all his duties.

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

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THE CHAMBER OF COMMERCE OF BOGOTA
NORTH BRANCH

AUGUST 21, 2002

TIME: 10:23:33

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CERTIFIES:

That according to Public Document No. 0002016 issued on September 27, 1999 in the Ninth Notary of Bogotá and recorded on September 30, 1999 under Number 00698365, Book IX, the following appointments were made:

PAEZ GOMEZ EDGAR JOSE

ID No. 0002143337

MANAGER

That the following appointments were made by The Partner's Board of Directors through act No. 0000003 issued on May 2000 and recorded on May 15, 2000 under No. 00728504, Book IX:

PAEZ RAMIREZ ALEJANDRO
MANAGER

ID No.00079983364

SUPLANT

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

CERTIFIES:

LEGAL REPRESENTATIVE FACULTIES: The Manager is The Company's Legal Representative with the faculty to execute all acts and contracts related to this position nature and directly related to the ordinary business direction, judicial or extra judicial. Among other duties, the Legal Representative will be able to:

- A) To use and represent Company's name.
- B) To appoint or remove Company's secretary.
- C) To appoint or remove Company's employees and assign their salary, except those employees appointed directly by the Board of Directors.
- D) To present a personal inform about his duties before The Company's Board of Directors during the ordinary meetings, as well as present a General Balance for each ending fiscal year and a profits distribution project.
- E) To Summon The Board of Directors to ordinary and extraordinary meetings.
- F) To appoint Company's arbiters upon Board of Directors approval and pursuant the Company's statutes.
- G) To appoint Company's Legal Attorneys to defend the company interest in or out of trial.

The Manager shall need Board of Directors approval for the execution of all acts exceeding the amount of \$ 18,000,000.

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish

CERTIFIES:

COMPANY MAILING ADDRESS: Cr. 14 No. 110-62 Apt. 503

MUNICIPALITY: Bogotá.

CERTIFIES:

That it doesn't appear later inscription of documents reforming partially or totally this document dispositions.

In accordance with The Commerce and Industry Superintendence the acts herein certificated will be recorded 5 working days after the publication of this document in the correspondently Bulletin of this Register, unless they are not be object of Government resources of reinstatement before this entity.

The Chamber of Commerce's secretary,

Registration Fee: \$2,200

In accordance with Decree 2150 of 1995 and authorized by The Commerce and Industry Superintendence, upon document of November 18, 1996, the following signature is duly authorized for all legal purposes.

ILLEGIBLE SIGNATURE

The above is, to the best of my knowledge and belief, a true and accurate translation into English of the attached document in Spanish