

F020000004873

CT CORPORATION

CORPORATION(S) NAME

Mondsee Corp. S.A.

FILED
02 SEP 25 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please call Ashley

22-1002

if there are any problems or questions for this one!

Thx!

As Lm

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Knowledge	DCC

9/25/02

Order#: 5608522

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Ref#: *****70.00 *****70.00

AAM

Amount: \$

2. Verifier 660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

F020000004873

**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. MONDSEE CORP. S.A.
(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. Uruguay 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 23, 1999 5. 100 years
(Date of incorporation) (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. Juncal 1350, Piso 21, Montevideo, Uruguay
(Principal office address)
- Juncal 1350, Piso 21, Montevideo, Uruguay
(Current mailing address)

8. See Attached Sheet
(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: CT Corporation System
- Office Address: 1200 S. Pine Island Road
- Plantation, Florida 33324
(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.

Connie Bryan
(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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 Sheet

Address: _____

Vice Chairman: _____

Address: _____

Director: See Attached Sheet

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See Attached Sheet

Address: _____

Vice President: _____

Address: _____

Secretary: See Attached Sheet

Address: _____

Treasurer: See Attached Sheet

Address: _____

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

13. Daniel Gonzalez Cotel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel Gonzalez Cotel, President
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO THE
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA
OF
MONDSEE CORP. S.A.

8. Purpose(s) of corporation proposed to be pursued in transacting business in this state:

(a) investments in certificates, bonds, precious metals, shares, warrants, debentures, bills and any analogous documents; (b) operations regarding import or export, financial, agricultural, representations, commission, commercial and industrial operations as regards: food, communications, construction, publishing, electronics, shows, computing, metallurgy, natural and synthetic products, chemistry, professional and administrative services, textiles, transportation, tourism; (c) purchase, sale and all kinds of transaction with real property; (d) exploitation of trademarks, patents and analogous incorporeal assets; (e) participation in companies or purchase of companies dealing with the above mentioned trades; and (f) to carry out any activity permitted by the corresponding provisions.

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

Chairman: Daniel Gonzalez Coteló Juncal 1305, Piso 21, Montevideo, Uruguay
Director: Daniel Gonzalez Coteló Juncal 1305, Piso 21, Montevideo, Uruguay
President: Daniel Gonzalez Coteló Juncal 1305, Piso 21, Montevideo, Uruguay
Secretary: Daniel Gonzalez Coteló Juncal 1305, Piso 21, Montevideo, Uruguay
Treasurer: Daniel Gonzalez Coteló Juncal 1305, Piso 21, Montevideo, Uruguay

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Languages Unlimited Inc.

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CERTIFICATE OF ACCURACY

STATE OF NEW YORK)

SS:

COUNTY OF NASSAU)

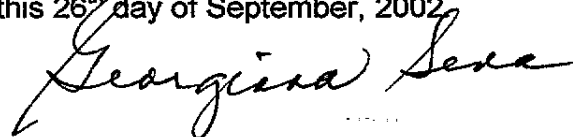
The undersigned, Henriette Goldstein, President of Languages Unlimited Inc.,
certifies that the attached translation from the original written in the SPANISH language,
consisting of one page and purported to be

AFFIDAVIT pertaining to MONDSEE CORP. S.A.

is a true and correct ENGLISH version of such original document and of the whole
thereof, to the best of her knowledge and belief.


for LANGUAGES UNLIMITED INC.

Sworn to and subscribed before me
this 26th day of September, 2002



GEORGIANA SENA
NOTARY PUBLIC, State of New York
No. 30-4876224
Qualified in Nassau County
Commission Expires February 9, 2003

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TALLAHASSEE, FLORIDA

[Translation from Spanish]

Official Notary Paper

Bz No. 168931

NOTARY UBERFIL ZEBALLOS QUINTERO - 06303/1

I, THE UNDERSIGNED NOTARY, UBERFIL ZEBALLOS, CERTIFY THAT: a) The firm of **MONDSEE CORP. S.A.** is a valid legal entity that was formed in accordance with the laws of Uruguay, is governed by approved Bylaws and is entered in the Public and General Commercial Register, notice of which was published as required by law. b) The above-referenced Bylaws stipulate that the company is still in existence, and that the company may be legally represented by its Chairman or Vice Chairman without distinction or by any two Directors. c) The company is registered with the General Tax Office under Number 21 4161370015. Its principal place of business is Juncal 1327, Unidad 2201, Montevideo, Uruguay. d) The Company's share capital, which consists of certificates for one or more ordinary bearer shares having a par value of USD 1.00 each, is USD 50,000.00 (Fifty thousand United States dollars), of which USD 10,000.00 (Ten thousand United States dollars) is subscribed and paid in. e) The company will be active in real estate investments. f) On the basis of the notarized document I have been shown, the Company's Board of Directors consists of: **CHAIRMAN: DANIEL GONZALEZ COTELO**, who is the current occupant of the position. -----

IN WITNESS WHEREOF, and at the request of **MONDSEE CORP, S.A.**, and for presentation to all appropriate persons and entities, I have issued this document which I have signed, sealed and delivered in Montevideo this thirteenth day of September in the year two thousand and two. -----

[signature]

UBERFIL ZEBALLOS

Notary

[tax stamps]



PAPEL NOTARIAL

Bz N° 168931



ESC. UBERFIL ZEBALLOS QUINTERO - 06303/1

UBERFIL ZEBALLOS, ESCRIBANO, CERTIFICO QUE: a) La Sociedad **MONDSEE**

CORP. S.A. es persona jurídica hábil, constituida conforme a la legislación uruguaya, con estatutos aprobados e inscritos en el Registro Público y General de Comercio

y publicados conforme a la ley. b) De los citados Estatutos resulta que la sociedad

tiene plazo vigente, y que la representación jurídica de la misma corresponde al

Presidente o Vicepresidente indistintamente o dos Directores cualesquiera. c) Se

encuentra inscrita en la Dirección General Impositiva con el número 21 416137 0015.

Su domicilio es Juncal 1327, unidad 2201, Montevideo, Uruguay. d) El capital de la

Sociedad, formado por títulos de una o más acciones ordinarias al portador de U\$S

1.-, cada una, es de U\$S 50.000.- (dólares estadounidenses cincuenta mil), del cual

se encuentra suscrito e integrado U\$S 10.000.- (dólares estadounidenses diez mil).

e) La actividad que tendrá la sociedad es inversiones inmobiliarias. f) Según Acta

que asimismo vi, el Directorio de la Sociedad está integrado de la siguiente forma:

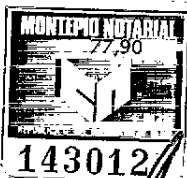
PRESIDENTE: DANIEL GONZALEZ COTELO, cargo que se encuentra vigente a

la fecha.-----

EN FE DE ELLO, a solicitud de la sociedad **MONDSEE CORP. S.A.**, y para

presentar donde corresponda, expido el presente que sello, signo y firmo en

Montevideo, el trece de setiembre de dos mil dos.-----



ARANCEL OFICIAL

Artículo: \$ 1.000.000

Honorario: \$ 1.000.000

Mont. Not.: \$ 1.000.000

Fdo. Gremial: \$ 1.000.000

[Signature of Uberfil Zeballos]
UBERFIL ZEBALLOS
ESCRIBANO