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TRANSACTION LETTER

FILED
2002 OCT -4 AM 10:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SPA GROUP, INC.
(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:

Hector J. Mir
(Name of Person)
Hector J. Mir, P.A.
(Firm/Company)
2655 Le Jeune Road, Suite 1107
(Address)
Coral Gables, Florida 33134
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Hector J. Mir at (305) 444-0460
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

J. BRYAN OCT - 7 2002

**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. SPA GROUP, 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. British Virgin Islands
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. July 25, 2002
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2655 Le Jeune Road, Suite 1107
Coral Gables, Florida 33134

(Current mailing address)

8. Engage in any act or activity not prohibited under any law.
(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: Hector J. Mir

Office Address: 2655 Le Jeune Road, Suite 1107

Coral Gables, Florida, 33134

(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.

Hector J. Mir

(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 addresses of officers and directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director Antonio Carlos Leskovar Borelli
~~Chairman:~~

Address: 9227 Wentworth Lane
Port St. Lucie, FL 34986

Vice Chairman: _____

Address: _____

Director: Claudia Oliveira Peres

Address: 9227 Wentworth Lane
Port St. Lucie, FL 34986

Director: Roberto Giro Nakano

Address: Rua Moravia, 562
Villa Sao Fernando, Cotia -SP-Brazil

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Antonio Carlos Leskovar Borelli

Address: 9227 Wentworth Lane
Port St. Lucie, FL 34986

Vice President: Claudia Oliveira Peres

& Secretary

Address: 9227 Wentworth Lane
Port St. Lucie, FL 34986

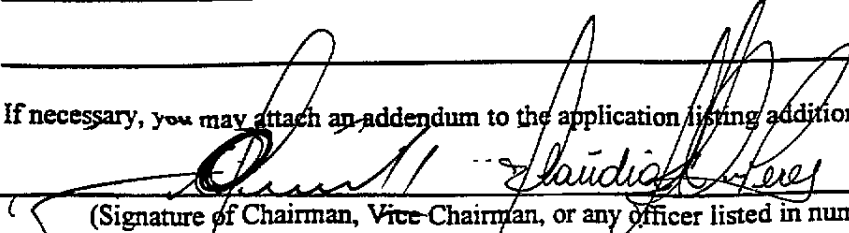
& Secretary: _____

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. Antonio Carlos Leskovar Borelli, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 506673

SPA GROUP, INC.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 25th day of July, 2002 as Company No. 506673 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 22nd day of August, 2002

CRTI0046

REGISTRAR OF COMPANIES

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA