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(City/State/Zip/Phone #)

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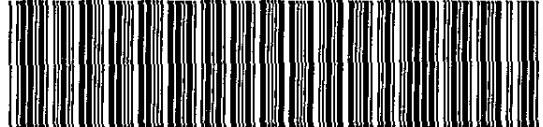
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
02 NOV 15 PM 12:04

W02-30939

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Colocinas America 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:

Carlos M. Cardona

(Name of Person)

Colocinas America Corp.

(Firm/Company)

607 SE 10<sup>th</sup> AVE.

(Address)

DEERFIELD BEACH, FL. 33441

(City/State and Zip code)

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For further information concerning this matter, please call:

Carlos M. Cardona at (954) 732 1939

(Name of Person)

(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

October 23, 2002

Sirs.  
Florida Dept of State  
Registration Section  
Division Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Dear Sirs.

Attached is the following information:

1. Check # 101 for the amount of 78.75, to cover the filing fee and certificate of status expenses.
2. The transmittal letter.
3. Application by Foreign Corporation for authorization to transact business in Florida.
4. Copy of the original Employer Identification Number, form SS-4 and the answer of IRS assigned us the number.
5. Certificate of incorporations State of Colorado.
6. Articles of incorporation of Colcocinas America Corporation.

Thank you for your support and if you need any thing else please contact me at:

Phone: 954-732-1939

Mail Address: 607 S.E. 10<sup>th</sup>. AVE.  
Deerfield Beach, FL. 33441

  
Carlos M. Cardona

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 28, 2002

CARLOS M. CARDONA  
COLCOCINAS AMERICA CORP.  
607 S.E. 10TH AVE.  
DEERFIELD BEACH, FL 33441

SUBJECT: COLCOCINAS AMERICA CORPORATION  
Ref. Number: W02000030939

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DIVISION OF CORPORATIONS  
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We have received your document for COLCOCINAS AMERICA CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that the certificate is not the same as the Articles of Incorporation which you submitted. Please also note that the certificate must be an original that is no more than 90 days old.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 502A00059165

November,12, 2002

Sirs.

FLORIDA DEPARTMENT OF STATE

Division Of Corporations

Corporate Records

P.O. Box 6327

Tallahassee, Florida 32314

Ref: Your Letter Number 502A00059165

Attention Mr.

Lee Rivers

Document Specialist.

Dear Mr. Rivers,

Enclosure is a copy of a Certificate of good standing, dated Nov, 1,2002, from the State of Colorado, Department of State, for Colcocinas America Corporation.

Thank you for your support.


Sincerely,



Carlos M. Cardona.

Colcocinas America Corp.

President.

My New Address:  Carlos M. Cardona  
Colcocinas America Corp.  
P.O. Box 5097  
Lighthouse Point, FL. 33064  
phone: 954-7321939

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DIVISION OF CORPORATIONS  
NOV 15 PM 12:04

**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. Colocoina's America 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. STATE OF COLORADO 3. 84-1532459  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEBRUARY 28, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. OCTOBER, 21, 2002.  
(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. 607 SE 10<sup>th</sup> AVE. DEERFIELD BEACH, FL. 33441  
(Principal office address)

\_\_\_\_\_  
(Current mailing address)

8. SEE ARTICLES OF INCORPORATION - ARTICLE III (ATTACHED)  
(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: CARLOS M. CARDONA

Office Address: 607 SE 10<sup>th</sup> AVE.

DEERFIELD BEACH, Florida, 33441  
(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.*

*Carlos M. Cardona*  
(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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DIVISION OF CORPORATIONS  
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carlos M. Cardona.

Address: 607 S.E. 10th AVE.  
DEERFIELD BEACH, FL. 33441

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Carlos M. Cardona.

Address: 607 S.E. 10th AVE.  
DEERFIELD BEACH, FL. 33441

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Carlos M. Cardona.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CARLOS M. CARDONA.  
(Typed or printed name and capacity of person signing application)



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

COLCOCINAS AMERICA CORPORATION  
(COLORADO CORPORATION)

FILE # 20001041186 WAS FILED IN THIS OFFICE ON February 28, 2000  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: February 28, 2000

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 NOV 15 PM 12:04

*Donetta Davidson*

SECRETARY OF STATE



FILED CUSTOMER COPY  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**COLCOCINAS AMERICA, CORPORATION**

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\$ 65.00  
SECRETARY OF STATE  
02-28-2000 11:37:48

The undersigned incorporators, being a natural persons of the age of eighteen (18) years or more, and desiring to form a corporation under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado, these Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation shall be Colcocinas America Corporation.

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DIVISION OF CORPORATIONS  
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**ARTICLE II**

**Period of Duration**

This corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE III**

#### **Purpose**

The purpose for which this corporation is organized is to manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful transaction of business or activity for which a corporation may be incorporated pursuant to the Colorado Corporation Code.

### **ARTICLE IV**

#### **Capital**

( 1 ) Common Stock. The aggregate number of shares which this corporation shall have authority to issue is Fifty Thousand (50,000) shares, all of which shares shall be without a par value. These shares shall be designated "Common Stock".

( 2 ) Voting Rights. Each outstanding share of common stock shall be entitled to one vote and each fractional share of common stock shall be entitled to a corresponding fractional vote on each matter submitted to the shareholder. Cumulative voting shall not be

allowed in the election of directors of the corporation. Except as otherwise provided by the Colorado Corporation Code, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

( 3 ) Dividends. Dividends in cash, property or shares of the corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the corporation to the extent and in the manner permitted by law.

( 4 ) Distribution in Liquidation. Upon any liquidation, or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or kind, pro rata to the holders of the Common Stock. The Board of Directors may, from time to time, distribute to the shareholder in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, in the manner permitted and upon compliance with limitations imposed by law.

## ***ARTICLE V***

### ***Preemptive Rights***

Shareholders of common stock of the corporation shall not have preemptive and preferential right to acquire shares of the corporation, including shares or securities held in the treasury of the corporation.

## ***ARTICLE VI***

### ***Share transfer restrictions***

The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the corporation to exercise the corporation's right to so impose restrictions.

## ***ARTICLE VII***

### ***Registered Office and Agent***

The initial registered <sup>Ang</sup>Principal Office of the corporation shall be at 1468 S Kenton St, Aurora, CO 80012-4120. The name of the initial registered agent at such is Carlos Mario Cardona-Velez. Either the registered office or the registered agent may be changed in the manner provided by law.

## ***ARTICLE VIII***

### ***Board of Directors***

In the event that the outstanding shares are held of record by fewer than three ( 3 ) shareholders, there need be only as many directors as there are shareholders.

In the event that the outstanding shares are held of record by one ( 1 ) or more shareholders, there shall be one ( 1 ) director.

The number of directors may be increased or decreased by amendment to these

Articles of incorporation, but no decrease shall have the effect of shortening the term of any incumbent director.

The number of directors constituting the initial Board of Directors of the corporation are two ( 2 ) , and the name and address of the person who is to serve as Director until the first annual meeting of shareholder ( s ) or until his successor is duly elected and qualify is:

| <u>Name</u>                | <u>Address</u>                              |
|----------------------------|---|
| Carlos Mario Cardona-Velez | 1468 S. Kenton St.<br>Aurora, CO 80012-4120 |

## ***ARTICLE IX***

### ***Indemnification***

The corporation shall have the right to indemnify any person by reason of the fact that he or she is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be upon such terms, conditions or restrictions as it shall determine. The board of Directors is hereby authorized to enact such provisions of indemnification in the Bylaws of the corporation, wich provisions once adopted may be changed from time to time as the Board shall further determine, or by separate agreement with the indemnitee.

## **ARTICLE X**

### **Transactions With Interested Board of Directors**

No contract or other transaction between the corporation and its Board of Directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested shall be either void or voidable solely because such director is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

( a ) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

( b ) The fact of such relationship or interest is disclosed or known to the shareholder entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent ; or

( c ) The contract or transaction is fair and reasonable to the corporation.

## **ARTICLE XI**

### Incorporators

The names and addresses of the incorporators are:

Carlos Mario Cardona-Velez  
1468 S Kenton St  
Aurora CO 80012-4120

Gloria Mejia Navarro  
1468 S Kenton St  
Aurora, CO 80012-4120

IN WITNESS WHEREOF, the above named incorporator signed these Articles of  
Incorporation on this

  
\_\_\_\_\_  
Carlos Mario Cardona-Velez,  
Incorporator


STATE OF COLORADO                    )  
  ) ss.  
CITY AND COUNTY OF DENVER )

Subscribed and sworn to before me this  
Carlos Mario Cardona-Velez.

Witness my hand official seal.



30<sup>th</sup> day of December 1999, by

  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 24, 2001  
8441 W. Bowles Avenue  
Littleton, Colorado 80123

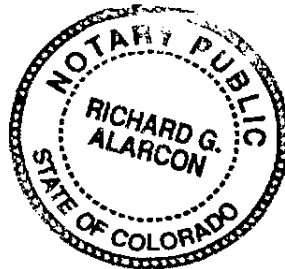
Gloria Mejia-Navarro  
Gloria Mejia-Navarro  
Incorporator

STATE OF COLORADO )  
 ) ss.  
CITY AND COUNTY OF DENVER )

Subscribed and sworn to before me this 26th day of January, 2000, by  
Gloria Mejia-Navarro.

My Commission Expires Jan. 24, 2001  
8441 W. Bowles Avenue  
Littleton, Colorado 80123

Witness my hand official seal.



Richard G. Alarcon  
Notary Public





# STATE OF COLORADO

## DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,  
hereby certify that, according to the records of this office,

COLCOCINAS AMERICA CORPORATION  
(Colorado CORPORATION )  
File # 20001041186

was filed in this office on February 28, 2000 and has complied with the applicable provisions  
of the laws of the State of Colorado and on this date is in good standing and authorized and  
competent to transact business or to conduct its affairs within this state.

Dated: November 1, 2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
NOV 15 PM 12:04

**For Validation:**

Certificate ID: 604942

To validate this certificate, visit the following  
web site, enter this certificate ID, then follow the  
instructions displayed.

[www.sos.state.co.us/ValidateCertificate](http://www.sos.state.co.us/ValidateCertificate)

*Donetta Davidson*

SECRETARY OF STATE