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TALLAHASSEE, FLORIDA

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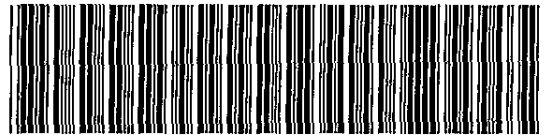
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STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JOHNSTONE FINANCIAL GROUP INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA


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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. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. JOHNSTONE FINANCIAL 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 3. N/A
(State or country under the law of which it is incorporated) (F.E.I. number, if applicable)
4. 05 SEPTEMBER 2002 5. PERPETUAL
(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. 11033 NORTHWEST 48th LANE
(Principal office address)
MIAMI, FLORIDA 33178
(Current mailing address)
8. The objects for which the Company is established are to engage in any business or businesses
whatsoever, or in any acts or activities.
(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: ARTURO PACHECO
Office Address: 3876 SOUTHWEST 112 AVENUE SUITE #178
MIAMI, FLORIDA 33165

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 provision 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.

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

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A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chairman: ALEJANDRO PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Vice Chairman: GILBERTO PARRA VALDERRAMA

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Director: SANDRA PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Director: CAROLINA PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

B. OFFICERS

President: ALEJANDRO PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Vice President: SANDRA PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Secretary: CAROLINA PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

MIAMI, FLORIDA 33178

Treasurer: INGRID NATALIA PARRA ARANGO

Address: 11033 NORTHWEST 48th LANE

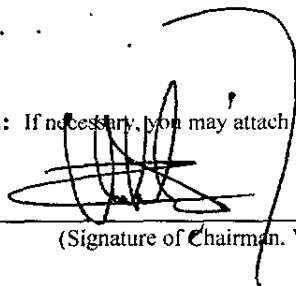
MIAMI, FLORIDA 33178

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

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13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14.

ALEJANDRO PARRA ARANGO

PRESIDENT / CHAIRMAN

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

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

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TALLAHASSEE, FLORIDA

MEMORANDUM OF ASSOCIATION
OF
JOHNSTONE FINANCIAL GROUP INC.

1. **NAME**

The name of the company is: JOHNSTONE FINANCIAL GROUP INC.

2. **REGISTERED OFFICE**

The Registered Office of the Company shall be located at the offices of OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD., P. O. Box 3152, Road Town, Tortola, British Virgin Islands or at such other place within the British Virgin Islands as the directors may from time to time determine.

3. **REGISTERED AGENT**

The Registered Agent of the Company will be OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD., P. O. Box 3152, Road Town, Tortola, British Virgin Islands or such other person or company being a person or company entitled to act as a registered agent as the directors may from time to time determine.

4. **GENERAL OBJECTS AND POWERS**

The objects for which the Company is established are to engage in any business or businesses whatsoever, or in any acts or activities, which are not prohibited under any law for the time being in force in the British Virgin Islands, including but not limited to: Carry on without any limitation (s) and anywhere in the world all kinds of legal activities, whether commercial, industrial, financial, investment, cinematographic, broadcasting, advertisement, aerial, real estate, mining, maritime, or agricultural related activities, as well as the acquisition and sale of shares, bonds, securities and any other assets, as well as to engage in any other legal activity which its Board of Directors or Members may decide.

To do all such other things as are incidental to or the Company may think appropriate to the attainment of all or any of its objects.



5. EXCLUSIONS

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5.1 The company has no power to:

- 5.1.1 carry on business with persons resident in the British Virgin Islands;
- 5.1.2 own an interest in real property situated in the British Virgin Islands, other than a lease of property for use as an office from which to communicate with members or where books and records of the company are prepared or maintained;
- 5.1.3 carry on banking or trust business, unless it is licensed to do so under the Banks and Trust Companies Act, 1990;
- 5.1.4 carry on business as an insurance or reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorizing it to carry on that business;
- 5.1.5 carry on the business of company management unless it is licensed under the Company Management Act, 1990;
- 5.1.6 carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.

5.2 For purposes of paragraph 5, subclause 5.1.1, the Company shall not be treated as carrying on business with persons resident in the British Virgin Islands by reason only that:

- 5.2.1 It makes or maintains deposits with a person carrying on banking business within the British Virgin Islands;
- 5.2.2 It makes or maintains professional contact with solicitors, barristers, accountants, bookkeepers, trust companies, administration companies, investment advisors or other similar persons carrying on business within the British Virgin Islands;
- 5.2.3 It prepares or maintains books and records within the British Virgin Islands;
- 5.2.4 It holds, within the British Virgin Islands, meetings of its directors or members;
- 5.2.5 It holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained;



5.2.6 it holds shares, debt obligations or other securities in a company incorporated under the International Business Companies Act (Cap. 291) or under the Companies Act; or

5.2.7 shares, debt obligations, or other securities in the Company are owned by any person resident in the British Virgin Islands or by any company incorporated under the International Business Companies Act (Cap. 291) or under the Companies Act.

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TALLAHASSEE, FLORIDA

6. CAPITAL

6.1. AUTHORIZED CAPITAL

The authorized capital of the Company is FIFTY THOUSAND DOLLARS (US\$50,000.00), United States of America legal currency, divided into 50,000 shares with a par value of ONE DOLLAR (US\$1.00), each. The directors shall by resolution determine, at their discretion, and from time to time, how many shares thereof are to be issued as registered shares and how many shares thereof are to be issued as bearer shares.

Shares in the Company shall be issued in the United States of America legal currency.

6.2 CLASSES, RIGHTS, AND QUALIFICATIONS OF SHARES

The shares shall be divided into such number of classes and series as the members shall by resolution from time to time determine and until so divided shall comprise one class and series. The directors shall by resolution have the power to issue any class or series of shares that the Company is authorized to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions. The directors shall not allocate different rights as to: voting, dividends, redemption, or distribution on liquidation, unless the Memorandum of Association shall have been amended by a resolution of members to create separate classes of shares.

7. SERVICE OF NOTICE ON BEARER SHARE HOLDERS

Where shares are issued to bearer, the bearer, identified for this purpose by the number of the share certificate, shall be requested to give to the Company the name and address of an agent or attorney for service of any notice, information or written statement required to be given to members, and service upon such agent or attorney shall constitute service upon the bearer of such shares. In the absence of such name and address being given, it shall be sufficient for purpose of service for the Company to publish the notice, information or written statement in a newspaper circulated in the British Virgin Islands and in a newspaper in the place where the Company has its principal office.



8. **AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or by a resolution of directors, except for those amendments which are expressly stated in the Memorandum or Articles of Association or British Virgin Islands legislation in force, to be reserved exclusively to the Members.

9. **DURATION**

The duration of the Company's existence shall be perpetual as of the date of its incorporation. Notwithstanding, the dissolution and liquidation of the corporation may be resolved at any time, in accordance with the International Business Companies Act (Cap. 291) and any amendment thereof.

NAME, ADDRESS, AND DESCRIPTION OF SUBSCRIBER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD.

of: P. O. Box 3152
Road Town, Tortola
British Virgin Islands

being a licensed trust company, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands, hereby subscribe our name to this Memorandum of Association.


FOR: OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD.



Angie Yee
Authorized Signatory

DATED this 5th day of September, 2002

WITNESS to the above signature:



Sianna Prescott
c/o P. O. Box 3152
Road Town, Tortola
British Virgin Islands



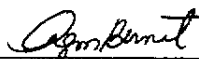
PODER

De conformidad con la reunión de la Junta Directiva de la sociedad **JOHNSTONE FINANCIAL GROUP INC.**, una sociedad formada bajo las Leyes de las Islas Vírgenes Británicas (la "compañía"), convocada y celebrada el 16 de octubre de 2002 bajo los términos del Pacto Social de la compañía, la Junta Directiva por este medio otorga Poder General amplio y suficiente a los señores Gilberto Parra Valderrama c.c. # 17.090.369 o Alejandro Parra Arango c.c. # 80.415.157 o Julia Rosa Arango de Parra c.c. # 41.370.825 o Sandra Cecilia Parra Arango c.c. # 39.775.113 o Carolina Parra Arango c.c. # 52.257.610 o Ingrid Natalia Parra Arango c.c. # 52.386.308, quienes podrán actuar individualmente de acuerdo a lo siguiente:

Administrar la sociedad sin limitación alguna, tanto para actos de simple administración, como para los de disposición y, por consiguiente, tendrá facultad para celebrar o llevar a cabo en nombre de la sociedad contratos o actos de toda clase y descripción específicamente pero sin limitar o restringir las facultades anteriormente conferidas.

Para recibir o dar dinero en préstamo, con o sin garantías reales, comprar productos, mercancías, valores, acciones y bienes muebles o inmuebles, al contado o al crédito, abrir y cerrar sucursales en cualquier país del mundo; pignorar, hipotecar y vender los bienes muebles e inmuebles y cualquiera de los haberes de la compañía; cobrar y recibir dinero, productos o cualquier otra cosa que se le deba a la compañía y extender los recibos correspondientes, abrir cuentas bancarias en nombre de la compañía en cualquier banco o bancos que designe, girar contra las mismas y determinar la o las otras personas que, individual o conjuntamente, podrán hacerlo y establecer reglas para la operación de las mismas; depositar fondos en dichas cuentas; endosar cheques pagaderos a la compañía; comprar o alquilar una o más cajas de seguridad en cualquier institución que preste ese servicio para uso de la sociedad; y con sujeción a las reglas y reglamentos de dicha institución, tener acceso a cada una y todas las cajas de seguridad que estén a nombre de la sociedad; girar y extender giros, pagarés y aceptaciones; transigir o someter a arbitramento cualquier controversia en que la compañía esté autorizada; y nombrar toda clase de apoderados, generales o especiales, delegando todas o algunas de sus atribuciones y revocar tales delegaciones.

De conformidad con la misma reunión de la Junta Directiva se resolvió que el poder puede ser utilizado y ejercido por los apoderados en cualquier parte del mundo incluyendo cualquier país, estado, colonia, provincia, municipalidad o subdivisión política de cualquier país y se mantendrá en efecto hasta que la Junta Directiva decida lo contrario.



Ana Graciela de Bernat
Director/Secretaria

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA.

Yo, Lic. Rubén Elías Rodríguez Avila, Notario Público Tercero del
Círculo de Panamá, con Cédula No. 4-89-642.

CERTIFICO:

Que dada la certeza de la identidad de las personas que
firmó(firmaron) el presente documento, su(s) firma(s) es(son) auténtica(s)
(Art. 1735 C. C. Art. 835 C.J.).

Panamá, 21 FEB 2003

TESTIGO

TESTIGO

Lic. RUBEN ELIAS RODRIGUEZ AVILA
Notario Público Tercero

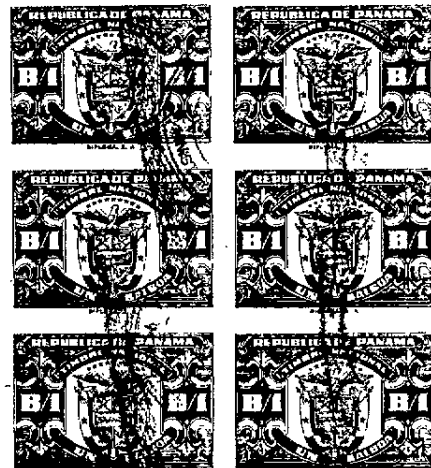
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SECRETARY OF STATE
TALLAHASSEE, FL



OSTILLE

(Convention of La Haye du 5 octobre 1961)

1. En Panamá el presente documento público
2. ha sido firmado por RUBEN ELIAS RODRIGUEZ AVILA
3. quién actúa en calidad de NOTARIO
4. y está revestido del sello / timbre de NOTARIA PUBLICA TERCERA
DEL CIRCUITO DE PANAMA

CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 21/2/2,003

7. DIRECTOR DE AUTENTICACIONES Y LEGALIZACIONES

8. bajo el número 189/MC

9. sello / timbre

10. Firma

JUAN J. CHAVARRIA G.
SUBJEFE DE LEGALIZACIONES
Y AUTENTICACIONES
MINISTERIO DE RELACIONES
EXTERIORES

