

F03000002138

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

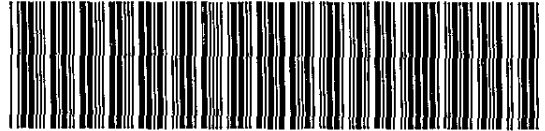
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/24/03--01032--018 **70.00

Bm

RECEIVED
APR 24 AM 11:06
STATE
TALLAHASSEE, FLORIDA

FILED
APR 29 PM 1:43
STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 25, 2003

FILINGS, INC.

TALLAHASSEE, FL

SUBJECT: BISCAYNE BAY INTERNATIONAL BROKERS LTDA
Ref. Number: W03000011934

03 APR 29 PM 1:43
FILED
TALLAHASSEE, FLORIDA

We have received your document for BISCAYNE BAY INTERNATIONAL BROKERS LTDA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

We are returning your documents unfiled for the present.

As discussed, if this is a limited liability company, you will have to qualify using another form, and there will be additional fees required.

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 003A00025249

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(City, State, Zip)

385-6735

(Phone #)

FILED
03 APR 29 PM 1:43
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

1. Biscayne Bay International Brokers Limited, Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:06

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☒	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

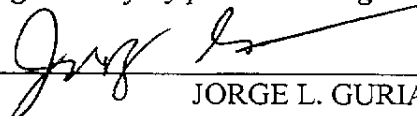
FILED
03 APR 29 PM 4:43
TALLAHASSEE, FLORIDA

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA.*

1. BISCAYNE BAY INTERNATIONAL BROKERS, LTD.
2. Country under the law of which it is incorporated: COLOMBIA
3. Date of Incorporation: DECEMBER 21, 2001
4. Year Incorporation will cease to exist : PERPETUAL
5. Date first transacted business in Florida: UPON QUALIFICATION
6. Principal Office Address: 2100 PONCE DE LEON BLVD., SUITE 600, CORAL GABLES
33134.
7. Principal Mailing Address: 2100 PONCE DE LEON BLVD., SUITE 600, CORAL
GABLES, FLORIDA 33134.
8. Purpose of corporation authorized in home state or country to be carried out in state of
Florida: REAL ESTATE INVESTMENT
9. Florida registered agent:
JORGE L. GURIAN
2100 PONCE DE LEON BLVD., #600
CORAL GABLES, FLORIDA 33134
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.*



JORGE L. GURIAN

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 business addresses of officers and/or directors:

A. Director

Chairman: TERESA VASQUEZ

Address: 2100 PONCE DE LEON BLVD., #600, CORAL GABLES, FLORIDA
33134

B. Officer

President/ Secretary: TERESA VASQUEZ

Address: 2100 PONCE DE LEON BLVD., #600, CORAL GABLES, FLORIDA
33134

13.

Teresa Vasquez
TERESA VASQUEZ
Chairman

03 APR 29 PM 1:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CAMARA DE COMERCIO DE BOGOTA

SEDE NORTE

18 DE MARZO DE 2003

HORA 16:26:58

02TS4031806103PCT0107

HOJA : 001

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 : BISCAYNE BAY INTERNATIONAL BROKERS LTDA

N.I.T. : 8300977993

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 01155310

CERTIFICA :

CONSTITUCION : QUE POR ESCRITURA PUBLICA NO. 0003007 DE NOTARIA 47 DE BOGOTA D.C. DEL 21 DE DICIEMBRE DE 2001 , INSCRITA EL 06 DE FEBRERO DE 2002 BAJO EL NUMERO 00813488 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA: BISCAYNE BAY INTERNATIONAL BROKERS LTDA

CERTIFICA :

REFORMAS:

ESCRITURA	FECHA	NOTARIA	CIUDAD	INSCRIPCION	FECHA
0003162	2002/12/18	00047	BOGOTA D.C.	00860909	2003/01/07

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 21 DE DICIEMBRE DE 2006 .

CERTIFICA :

OBJETO SOCIAL : LA SOCIEDAD TENDRA POR OBJETO PRINCIPAL LA SIGUIENTE ACTIVIDAD : ASESORIA Y COMERCIALIZACION DE BIENES RAICES EN COLOMBIA Y EN EL EXTERIOR, LA COMPRA, VENTA Y RENTA DE LOS MISMOS ; SU REPRESENTACION Y DEMAS ACTIVIDADES QUE ESTEN ACORDES CON EL OBJETO SOCIAL. EN DESARROLLO DE SU OBJETO SOCIAL LA SOCIEDAD PODRA EJECUTAR LOS ACTOS JURIDICOS DE NATURALEZA CIVIL COMERCIAL, LABORAL O ADMINISTRATIVA QUE RESULTEN NECESARIOS Y QUE TENGAN UNA RELACION DIRECTA CON DICHO OBJETO, PUDIENDO CONTRATAR CON ENTIDADES PUBLICAS O DEL ESTADO EN LICITACION, PODRA ADQUIRIR, USUFRUCTUAR, GRAVAR O LIMITAR, DAR O TOMAR EN ARRENDAMIENTO O A OTRO CUALQUIER TITULO TODA CLASE DE BIENES, MUEBLES, INMUEBLES, ENAJENARLOS CUANDO POR RAZONES DE NECESIDAD O CONVENIENCIA FUERE ACONSEJABLE SU DISPOSICION ; TOMAR DINERO EN MUTUO, DAR EN GARANTIA SUS BIENES MUEBLES O INMUEBLES Y CELEBRAR TODAS LAS OPERACIONES DE CREDITO QUE LE PERMITAN OBTENER FONDOS Y OTROS ACTIVOS NECESARIOS PARA EL DESARROLLO DE LA EMPRESA, TOMAR INTERES COMO PARTICIPE ASOCIADO O ACCIONISTA, FUNDADORA, O NO EN OTRA EMPRESA DE OBJETO ANALOGO O COMPLEMENTARIO AL SUYO ; HACER APORTES EN DINERO, ESPECIE Y SERVICIOS A ESAS EMPRESAS, ENAJENAR SUS CUOTAS, DERECHOS O ACCIONES EN ELLAS, FUSIONARSE EN TALES EMPRESAS O ABSORBERLAS, ADQUIRIR PATENTES, NOMBRES COMERCIALES, MARCAS Y DEMAS DERECHOS DE PROPIEDAD INDUSTRIAL Y ADQUIRIR U

OTORGAR CONCESTIONES PARA SU EXPLORACION, GIRAR, ENDOSAR, ACEPTAR, PROTESTAR, CANCELAR Y RECIBIR, LETRAS DE CAMBIO, PAGARES, CHEQUES O CUALESQUIERA OTROS EFECTOS DE COMERCIO, CELEBRAR EL CONTRATO DE CAMBIO EN TODAS SUS FORMAS Y EN GENERAL CELEBRAR O EFECTUAR TODA CLASE DE CONTRATOS, ACTOS Y OPERACIONES, SOBRE BIENES MUEBLES E INMUEBLES DE CARACTER CIVIL O COMERCIAL QUE GUARDAN RELACION DE MEDIO A FIN CON EL OBJETO SOCIAL EXPRESADO EN EL PRESENTE ARTICULO Y TODOS AQUELLOS QUE TENGAN COMO FINALIDAD EJERCER LOS DERECHOS Y CUMPLIR LAS OBLIGACIONES LEGAL O COMERCIALMENTE DERIVADAS DE LA EXISTENCIA DE LAS ACTIVIDADES DESARROLLADAS POR LA COMPA#IA. LA SOCIEDAD NO PODRA CONSTITUIRSE EN FIADORA DE OBLIGACIONES DE LOS SOCIOS O DE TERCERAS PERSONAS SALVO QUE DE ELLO SE REPORTARE UN BENEFICIO MANIFESTO Y SE APROBARE POR LA ASAMBLEA GENERAL DE SOCIOS.

CERTIFICA :

CAPITAL Y SOCIOS : \$ 10,000,000.00000 DIVIDIDO EN 10,000.00 CUOTAS CON VALOR NOMINAL DE \$ 1,000.00000 CADA UNA, DISTRIBUIDO ASI :

- SOCIOS CAPITALISTA(S)

**JIMENEZ VASQUEZ MAURICIO C.C. 00016797075
NO. CUOTAS: 2,000.00 VALOR:\$2,000,000.00**

**MILLAN TERESA VASQUEZ DE C.C. 00038972537
NO. CUOTAS: 6,000.00 VALOR:\$6,000,000.00**

**MILLAN VASQUEZ MARIA ISABEL C.C. 00052526846
NO. CUOTAS: 2,000.00 VALOR:\$2,000,000.00**

TOTALES

NO. CUOTAS: 10,000.00 VALOR :\$10,000,000.00000

CERTIFICA :

REPRESENTACION LEGAL. LA SOCIEDAD TENDRA UN (1) GERENTE. EL CUAL TENDRA UN SUBGERENTE QUE LO REEMPLAZARA EN SUS FALTAS ABSOLUTAS, TEMPORALES O ACCIDENTALES.

CERTIFICA :

**** NOMBRAMIENTOS : ****

QUE POR ESCRITURA PUBLICA NO. 0003007 DE NOTARIA 47 DE BOGOTA D.C. DEL 21 DE DICIEMBRE DE 2001 , INSCRITA EL 06 DE FEBRERO DE 2002 BAJO EL NUMERO 00813488 DEL LIBRO IX , FUE(RON) NOMBRADO(S) :

NOMBRE	IDENTIFICACION
GERENTE	

MILLAN TERESA VASQUEZ DE	C.C.00038972537
---------------------------------	------------------------

SUBGERENTE

MILLAN VASQUEZ MARIA ISABEL	C.C.00052526846
------------------------------------	------------------------

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL: EL GERENTE ES EL REPRESENTANTE LEGAL DE LA SOCIEDAD, CON FACULTADES PARA EJECUTAR TODOS LOS ACTOS Y CELEBRAR TODOS LOS 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 LA FIRMA O RAZON SOCIAL Y REPRESENTAR A LA SOCIEDAD ANTE LOS SOCIOS, Y ANTE TODA CLASE DE AUTORIDADES DEL ORDEN ADMINISTRATIVO Y JURISDICCIONAL. B.-- DESIGNAR LOS EMPLEADOS QUE REQUIERA EL NORMAL FUNCIONAMIENTO DE LA COMPA#IA Y SE#ALARLES SU REMUNERACION, EXCEPTO CUANDO SE TRATE DE AQUELLOS QUE POR LEY O LOS ESTATUTOS DEBAN SER ELEGIDOS POR LA JUNTA GENERAL DE SOCIOS. C .-- PRESENTAR INFORMES POR ESCRITO DE SU GESTION Y DE LA SITUACION DE LA SOCIEDAD LA JUNTA GENERAL DE SOCIOS EN SUS REUNIONES ORDINARIAS, JUNTO CON UN INVENTARIO Y UN BALANCE DE FIN DE EJERCICIO, UN DETALLE COMPLETO



[REDACTED]

CAMARA DE COMERCIO DE BOGOTA

SEDE NORTE

18 DE MARZO DE 2003

HORA 16:26:59

02TS4031806103PCT0107

HOJA 002

DE LA CUENTA DE PERDIDAS Y GANANCIAS, UN PROYECTO DE DISTRIBUCION DE LAS UTILIDADES OBTENIDAS Y LOS DOCUMENTOS A QUE SE REFIERE EL ARTICULO CUATROCIENTOS CUARENTA Y SEIS (446) DEL CODIGO DE COMERCIO, ADEMAS AQUELLOS INFORMES QUE SEAN SOLICITADOS POR LA JUNTA GENERAL DE SOCIOS. D.-- CONVOCAR A LA JUNTA GENERAL DE SOCIOS A REUNIONES ORDINARIAS, Y EXTRAORDINARIAS CUANDO LAS NECESIDADES URGENTES O IMPREVISTAS DE LA COMPA#IA ASI LO REQUIERAN. E.-- NOMBRAR LOS ARBITROS QUE CORRESPONDAN A LA SOCIEDAD EN DESARROLLO DE LO DISPUESTO POR LA CLAUSULA COMPROMISORIA QUE EN ESTOS ESTATUTOS SE PACTA. F.-- CONSTITUIR LOS APODERADOS JUDICIALES Y EXTRAJUDICIALES NECESARIOS PARA LA DEFENSA DE LOS INTERESES SOCIALES, PRECISANDOLES SUS FACULTADES. G.-- AUTORIZAR CON SU FIRMA TODOS LOS DOCUMENTOS PUBLICOS O PRIVADOS QUE DEBAN OTORGARSE EN DESARROLLO DE LAS ACTIVIDADES SOCIALES O DE INTERES DE LA SOCIEDAD. H.-- TOMAR TODAS LAS MEDIDAS QUE RECLAME LA CONSERVACION DE LOS BIENES, VIGILAR LA ACTIVIDAD DE LOS EMPLEADOS DE LA ADMINISTRACION DE LA SOCIEDAD E IMPARTIR LAS ORDENES E INSTRUCCIONES QUE EXIJA LA BUENA MARCHA DE LA COMPA#IA. I.-- CUMPLIR LAS ORDENES E INSTRUCCIONES QUE LE IMPARTE LA JUNTA GENERAL DE SOCIOS. J.-- CUMPLIR Y HACER QUE SE CUMPLAN OPORTUNAMENTE TODOS LOS REQUISITOS O EXIGENCIAS LEGALES QUE SE RELACIONEN CON EL FUNCIONAMIENTO O ACTIVIDADES DE LA SOCIEDAD. K.-- RENDIR LAS CUENTAS COMPLETAS DE SU GESTION, CUANDO ASI LO EXIJA LA JUNTA GENERAL DE SOCIOS, AL FINAL DE CADA A#O Y CUANDO SE RETIRE DE SU CARGO. L.-- COMPRAR, VENDER, GRAVAR LOS BIENES MUEBLES E INMUEBLES DE LA SOCIEDAD, ASI COMO GESTIONAR Y OBTENER CUALQUIER CLASE DE PRESTAMO A NOMBRE DE LA MISMA, CON LAS LIMITACIONES ESTABLECIDAS. M.-- CELEBRAR DETERMINADAS FUNCIONES DE LAS QUE LE CORRESPONDEN CONSTITUYENDO PARA EL EFECTO MANDATARIOS O APODERADOS QUE REPRESENTEN LA SOCIEDAD. N.-- TRANSIGIR, DESISTIR Y ACUDIR A DECISIONES ARBITRALES EN ASUNTOS DE INTERES PARA LA SOCIEDAD. #.-- LAS DEMAS QUE LE ASIGNE LA JUNTA GENERAL DE SOCIOS Y LA LEY.

CERTIFICA :

DIRECCION DE NOTIFICACION JUDICIAL : CRA. 54 NO. 133A-51 INT. 5 504

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.

EL SECRETARIO DE LA CAMARA DE COMERCIO,

VALOR: \$ 2,300.00

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.

[Handwritten signature]

SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO

EL SECRETARIO GENERAL

CERTIFICA

Que la firma estampada en este documento coincide con la registrada en este despacho, correspondiente a: MARIA EUGENIA SANCHEZ FERRE

[Handwritten signature]
CARMEN LIGIA VALDERRAMA ROJAS

MAR 2003



REPUBLICA DE COLOMBIA
MINISTERIO DE RELACIONES EXTERIORES

APOSTILLE

(Convention de la Haya du 5 octobre 1961)

País: República de Colombia

El presente documento público

Ha sido firmado por: CARMEN LIGIA VALDERRAMA

Actuando en calidad de: SECRETARIA GENERAL (E)

Lleva el sello / estampilla de: SUPER. INDUSTRIA Y COMER

Certificado

En: Bogotá, D. C.

El: VIERNES, 28 DE MARZO DE 2003

Por: Legalizaciones del Ministerio de Relaciones Exteriores.

Bajo el No: 627272

Firma

NO. DE HOJAS: 2
CP 226940

[Handwritten signature]

Para mayor información consulte www.mnrext.gov.co/Apostilla con el número que aparece al lado de la firma.



CHAMBER OF COMMERCE OF BOGOTA

NORTH'S OFFICE

MARCH 18, 2003

HOURL: 16:26:58

02TS4031806103PCT0107

CERTIFICATE OF NATURAL INDIVIDUAL REGISTRATION
THE CHAMBER OF COMMERCE OF BOGOTA, BASED UPON THE MERCANTILE
REGISTRATION FILES.

CERTIFIES:

NAME: BISCAYNE BAY INTERNATIONAL BROKERS LTDA

TAX ID #: 830097793

DOMICILE: BOGOTA, D.C

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

REGISTRATION #: 01155310

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

PURSUANT TO PUBLIC DEED No. 0003007 OF THE NOTARY PUBLIC No. 47
OF BOGOTA, D.C DATED DECEMBER 21, 2001, RECORDED ON FEBRUARY 6,
2002 UNDER No. 00813488 OF BOOK IX, THE COMMERCIAL COMPANY
CALLED: BISCAYNE BAY INTERNATIONAL BROKERS LTDA WAS DULY

Luis Fernando Lopez
Attorney at Law
Official Interpreter & Translator
Resolution 1038 Attorney at Law

INCORPORATED.

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

REFORMS:

PUBLIC DEED	DATE	NOTARY	CITY	INSCRIPTION	DATE
0003162	2002/12/18	00047	BOGOTA D.C	00860909	
	2003/01/07				

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

TERM: THE COMPANY IS NOT DISSOLVED. DURATION UNTIL DECEMBER 31, 2006.

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

CORPORATE PURPOSE: THE COMPANY'S CORPORATE PURPOSE WILL BE THE FOLLOWING ACTIVITY: ADVISORY AND TRADING OF REAL ESTATE IN COLOMBIA AND ABROAD, PURCHASE AND SALE AND RENT THEREOF, ITS REPRESENTATION AND OTHER ACTIVITIES RELATED TO THE CORPORATE PURPOSE. IN DEVELOPMENT OF ITS CORPORATE PURPOSE THE COMPANY CAN EXECUTE ALL LEGAL ACTS OF THE NATURE OR CIVIL LABOR ADMINISTRATIVE TYPE RESULTING NECESSARY AND DIRECTLY RELATED WITH SUCH PURPOSE, BEING ABLE TO CONTRACT WITH PUBLIC ENTITIES OR STATE ENTITIES IN BIDINGS, ACQUIRING, USUFRUCTING, ENCUMBRANCING, LIMITING, GIVING OR TAKING IN LEASE OR AT ANY OTHER TYPE ALL TYPE OF GOODS AND REAL ESTATE, TO SOLD THEM BY

Luis Fernando Pérez Z
Attorney at Law
Official Interpreter & Translator
Resolution 1070 Ministry of Justice

REASON OF NEED OR CONVENIENCE AS ADVISABLE; TO TAKE MONEY IN LOAN, TO GIVE GUARANTEE OF ITS FURNITURE OR REAL ESTATE, TO ENTER INTO ALL TYPE OF CREDIT OPERATIONS THAT ALLOW THE COMPANY TO HAVE FUNDS AND OTHER NECESSARY ASSETS FOR DEVELOPMENT OF THE COMPANY, TO TAKE INTEREST AS PARTICIPANT PARTNER OR SHAREHOLDER FOUNDER OR NOT OF ANOTHER COMPANY WITH SIMILAR OR ALIKE PURPOSE TO THAT OF THE COMPANY. TO MAKE CONTRIBUTIONS IN MONEY, SPECIE AND SERVICES TO THOSE COMPANIES, TO SELL ITS SHARES, RIGHTS AND TO MERGE WITH SUCH COMPANIES AND ABSORB THEM, TO ACQUIRE PATENTS, COMMERCIAL NAMES, TRADEMARKS AND OTHER INDUSTRIAL PROPERTY RIGHT AND TO ACQUIRE AND GRANT CONCESSIONS FOR THE EXPLOITATION THEREOF, DRAFT, ENDORSE, ACCEPT, PROTEST, CANCEL, RECEIVE PROMISSORY NOTES, PROMISORY NOTES, CHECKS OR ANY OTHER COMMERCIAL EFFECTS AND TO ENTER INTO EXCHANGE AGREEMENTS OF ALL SORTS AND IN GENERAL TO ENTER INTO OR EXECUTE ALL TYPE OF AGREEMENTS OR OPERATIONS ON REAL ESTATE AND FURNITURE OF THE SIMILAR OR COMMERCIAL TYPE WITH CLOSE RELATIONSHIP TO THE PURPOSE OF THE COMPANY AS SET FORTH IN THE ARTICLE HEREIN AND ALL OTHERS INTENDED TO EXECUTE RIGHTS AND LIABILITIES AND COMPLY WITH ALL LIABILITIES LEGALLY OR COMMERCIALY RESULTING FROM THE EXISTENCE DEVELOPED BY THE COMPANY. THE COMPANY CAN NOT BECOME DEBTOR OF LIABILITIES OF THE PARTNER OR OF THIRD PARTIES SAVE IF THIS WILL RESULT IN MANIFEST BENEFIT FOR THE COMPANY AND IF APPROVED BY THE GENERAL ASSEMBLY OF SHAREHOLDERS.

Luis Fernando López Z
Attorney at Law
Official Interpreter & Translator
Resolution 1029 Ministry of Justice

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

CAPITAL AND PARTNERS: \$10.000.000.000000 BROKEN DOWN IN
10.000.00 SHARES WITH PAR VALUE OF \$1.000.000000 EACH ONE
DISTRIBUTED AS FOLLOWS:

CAPITAL PARTNERS	ID No.
JIMENEZ VASQUEZ MAURICIO	00016797075
No. OF SHARES 2.000	VALUE \$2.000.000.00
MILLAN TERESA VASQUEZ DE	00038972537
No. OF SHARES 6.000	VALUE \$6.000.000.00
MILLAN VASQUEZ MARIA ISABEL	00052526846
No. OF SHARES 2.000	VALUE \$2.000.000.00
TOTAL No, OF SHARES: 10.000.00	VALUE: \$10.000.000.000000.

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

LEGAL REPRESENTATION. THE COMPANY SHALL HAVE A MANAGER WHO WILL
HAVE A SUB-MANAGER FOR REPLACING HIM IN ALL HIS ABSOLUTE,
TEMPORARY OR ACCIDENTAL ABSENCES.

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

PURSUANT TO PUBLIC DEED No. 0003007 OF THE NOTARY PUBLIC No. 47
OF BOGOTA DATED DECEMBER 21, 2001, RECORDED ON FEBRUARY 6, 2002
UNDER No. 00813488 OF BOOK IX, THE FOLLOWING WERE APPOINTED:

Luis Fernando Pérez 7
Attorney at Law
Official Interpreter & Translator
Resolution 1029 Ministry of Justice

MANAGER

IDENTIFICATION

MILLAN TERESA VASQUEZ DE

00038972537

SUB-MANAGER

MILLAN VASQUEZ MARIA ISABEL

00052526846

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

POWERS OF THE LEGAL REPRESENTATIVE: THE MANAGER IS THE LEGAL REPRESENTATIVE OF THE COMPANY WITH POWERS FOR EXECUTING ALL ACTS AND ENTER INTO ALL AGREEMENTS IN ACCORDANCE WITH THE NATURE OF HIS POST AND THOSE DIRECTLY RELATED WITH THE REGULAR BUSINESS OF THE COMPANY, MAINLY THE MANAGER SHALL HAVE THE FOLLOWING DUTIES: TO USE THE COMPANY NAME AND TO REPRESENT THE COMPANY BEFORE THE PARTIES AND OF ALL TYPE OF AUTHORITIES OF THE ADMINISTRATIVE AND JURISDICTIONAL TYPE. B- TO APPOINT EMPLOYEES REQUIRED FOR THE NORMAL OPERATION OF THE COMPANY AND TO APPOINT THEIR EMOLUMENTS EXCEPT WHEN IN DEALING WITH THOSE THAT IN ACCORDANCE WITH THE LAW OR THESE BYLAWS MUST BE APPOINTED BY THE GENERAL BOARD OF PARTNERS. C- TO SUBMIT REPORTS IN WRITING ON HIS MANAGING AND CONDITION OF THE COMPANY TO THE GENERAL BOARD OF PARTNERS ON ITS REGULAR MEETINGS TOGETHER WITH AN INVENTORY AND CONSOLIDATED BALANCE AT THE END OF THE ACCOUNTING PERIOD, A FULL DETAIL OF LOSSES AND PROFITS STATEMENT, A PROFITS DISTRIBUTION PROJECT AND DOCUMENTS REFERRED TO IN ARTICLE 446 OF THE COMMERCE CODE, IN ADDITION TO THOSE REPORTS REQUESTED BY THE GENERAL BOARD OF PARTNERS. D- TO

Luis Fernando Lopez
Attorney at Law
Official Interpreter & Translator
Resolution 1029 Ministry of Justice

SUMMON THE GENERAL BOARD OF PARTNERS TO REGULAR MEETINGS AND EXTRAORDINARY MEETINGS WHEN URGENT OR UNFORESEEN NEEDS OF THE COMPANY MAY SO REQUIRE IT. E- TO APPOINT ARBITRATORS AS PERTAINING TO THE COMPANY FOR THE DEVELOPMENT OF PROVISIONS SET FORTH IN THE BINDING CLAUSE OF THESE BYLAWS. F- TO APPOINT ALL JUDICIAL AND EXTRAJUDICIAL ATTORNEYS NECESSARY FOR THE DEFENSE OF THE SOCIAL INTERESTS AND TO SET THEIR POWERS. G- TO AUTHORIZE WITH HIS SIGNATURE ALL PUBLIC OR PRIVATE DOCUMENTS THAT MUST BE GRANTED IN DEVELOPMENT OF THE CORPORATE ACTIVITIES OR INTEREST OF THE COMPANY. H- TO TAKE ALL MEASURES NECESSARY FOR THE PRESERVATION OF GOODS, TO SUPERVISE THE ACTIVITY OF THE MANAGING EMPLOYEES OF THE COMPANY AND TO ISSUE ORDERS AND INSTRUCTIONS REQUIRED FOR THE GOOD OPERATION OF THE COMPANY. I- TO COMPLY WITH ALL ORDERS AND INSTRUCTIONS ISSUED BY THE GENERAL BOARD OF PARTNERS. J- TO COMPLY AND MAKE COMPLY ON A TIMELY BASIS WITH ALL REQUISITES OR LEGAL REQUIREMENTS RELATED TO THE OPERATION OR LEGAL ACTIVITIES OF THE COMPANY. K- TO ISSUE FULL ACCOUNTS ON HIS MANAGING, GIVING OR REQUESTING WHEN SO REQUIRED BY THE GENERAL BOARD OF PARTNERS AT THE END OF EACH YEAR OR WHEN ALL NECESSARY REPORTS OR WHEN WITHDRAWING FROM HIS POST. L- TO PURCHASE, SALE, ENCUMBRANCE, ALL REAL ESTATE AND FURNITURE OF THE COMPANY AS WELL AS TO MANAGE AND OBTAIN ALL TYPES OF LOANS ON BEHALF THEREOF, WITH LIMITATIONS ESTABLISHED IN THE BYLAWS. M- TO ENTER INTO CERTAIN FUNCTIONS PERTAINING TO HIM APPOINTING MANDATARIES OR ATTORNEYS FOR REPRESENTING THE COMPANY. N- TO TRANSACT, DESIST AND REQUEST ARBITRATION

Luis Fernando Pérez Z
Attorney at Law
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1991

DECISION IN MATTERS OF GENERAL INTEREST FOR THE COMPANY AND ALL
OTHERS ASSIGNED TO HIM BY THE GENERAL BOARD OF PARTNERS AND BY
THE LAW.

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

JUDICIAL NOTIFICATION ADDRESS: CRA 54 No. 133A-51 INT 5, 504
MUNICIPALITY: BOGOTA, D.C

IT IS FURTHERLY CERTIFIED AS FOLLOWS:

THERE ARE NO INSCRIPTIONS RECORDED BEFORE THE DATE OF THE
CERTIFICATE HEREIN WHICH TOTALLY OR PARTIALLY MODIFY THE CONTENTS
THEREOF.

PURSUANT TO PROVISIONS SET FORTH BY THE SUPERINTENDENCE OF
INDUSTRY AND TRADE, THE REGISTRATION ACT HEREBY CERTIFIED IS
VALID FIVE (5) WORKING DAYS AFTER THE REGISTRATION DATE THEREOF,
PROVIDED SAME ARE NOT SUBJECT TO THE GOVERNMENTAL WAY REMEDIES.

SECRETARY OF THE CHAMBER OF COMMERCE
VALUE \$ 2.300

PURSUANT TO PROVISION IN DECREE 2150 OF 1995 OF AUTHORIZATION
ISSUED BY SUPERINTENDENCY OF INDUSTRY AND TRADE, BY WRIT DATED
NOVEMBER 18, 1996, THE MECHANICAL SIGNATURE BELOW IS FULLY VALID

Luis Hernandez Lopez
Attorney at Law
Official Interpreter & Translator
Resolution 1029 Ministry of Justice

FOR ALL LEGAL PURPOSES.

SIGNED

SUPERINTENDENCE OF INDUSTRY AND TRADE

THE SECRETARY GENERAL CERTIFIES

That the signature affixed to the Document herein matches with
the signature recorded at this office, pertaining to MARIA
EUGENIA SANCHEZ FERRE.

CARMEN LIGIA VALDERRAMA ROJAS - Signed

March 25, 2003.

REPUBLIC OF COLOMBIA

APOSTILLE / (Convention de la Haye du 5 octobre 1961)

COUNTRY: REPUBLIC OF COLOMBIA

THE PUBLIC DOCUMENT HEREIN

HAS BEEN SIGNED BY: **CARMEN LIGIA VALDERRAMA**

ACTING IN HIS CAPACITY OF: SECRETARY GENERAL (D)

BEARS THE SEAL FROM THE: **SUPERINTENDENCE OF INDUSTRY AND TRADE**

CERTIFIED IN: BOGOTA, D.C., ON MARCH 28, 2003

BY, LEGALIZATION DEPARTMENT, MINISTRY OF FOREIGN AFFAIRS

UNDER No. **627272**

SIGNATURE

NUMBER OF PAGES: **2 - CP226940**

SIGNED

AP585799

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the side on the signature.

Luis Fernando Pérez Z.
Attorney at Law
Official interpreter & Translator
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