

F03000002866

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

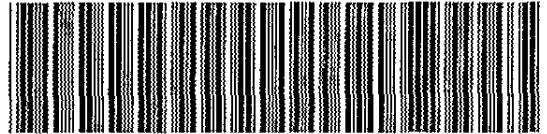
(Business Entity Name)

(Document Number)

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600019159946

06/02/03--01022--004 **78.75

BK

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03 JUN -9 AM 9:36
TALLAHASSEE, FLORIDA

RECEIVED
03 JUN -2 AM 10:00
DIVISION OF CORPORATION

Sunstate Research
Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Tonito Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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03 JUN -9 PM 9:34
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TALLAHASSEE FLORIDA

☒ Walk in
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☐ Pick up time _____
☐ Will wait ☐ Photocopy

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2003

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: TONITO CORPORATION
Ref. Number: W03000015546

FILED
03 JUN -9 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TONITO 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:

Please note that we have also RETAINED your \$78.75 payment.

The application states that this corporation began transacting business in Florida on March 1, 2002. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 303A00034483

**FAX TRANSMISSION****SHUTTS & BOWEN LLP**

1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
305-358-6300 (Main)
305-381-9982 (Fax)

To:	Mr. Buck Kohr	Company:	Florida Department of State Division of Corporations Registration Section
Fax #:	1-850-410-1015	Phone:	
Date:	June 9, 2003	Pages:	<u>3</u> , including cover sheet
From:	Ricardo J. Souto	User ID:	0329
CI/Ma #	R0326 0200		
Subject:	Tonito Corp.		

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FLORIDA

COMMENTS:

This facsimile contains privileged and confidential information intended only for the use of the addressee named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this facsimile is strictly prohibited. If you have received this facsimile in error, please notify us immediately by telephone and return the original facsimile to us at the above address via the U.S. Postal Service. Thank you.

NOTE: PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED
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THE PERSON SENDING THIS FACSIMILE IS: _____
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Mr. Buck Kohr

June 9, 2003

Page -2-

Based on the foregoing, line 6 of the Application should be revised to read "upon qualification."

The facts stated above are, to the best of our knowledge, true and correct. If you have any questions, or require further information, please call us.

Sincerely,



Ricardo J. Souto

R1S:lp

cc: Patrick L. Murray

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STATE
TALLAHASSEE
FLORIDA

603277-1

**SHUTTS
&
BOWEN
LLP**

RICARDO J. SOUTO, ESQ.
Direct Line: (305) 415-9075

ATTORNEYS AND COUNSELLORS AT LAW

E-MAIL ADDRESS:
rsouto@shutts-law.com

June 9, 2003

**VIA TELEFAX
(850) 410-1015**

Mr. Buck Kohr
Registration Section
Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
JUN -9 AM 9:34
STATE
TALLAHASSEE, FLORIDA

Re: Tonito Corp.
Letter Reference No. 303A00034483

Dear Mr. Kohr:

We are writing to request that the Application by a Foreign Corporation for Authorization to Transact Business in Florida (the "Application") for Tonito Corp., a Panama corporation (the "Corporation") be amended with respect to the date on which the Corporation first transacted business in Florida. As prepared, the Application reflects that the Corporation first transacted business in Florida on March 1, 2002. However, this date refers to the date on which the Corporation purchased interests in a Florida limited liability company, and not the date on which the Corporation first transacted business in Florida.

Under Florida Statutes Section 607.1501(2), a foreign corporation is not considered to be transacting business in the State of Florida if its activities solely consist of, among others: (i) owning and controlling a subsidiary corporation incorporated or transacting business within Florida, or owning the stock of any corporation which it has lawfully acquired; or (ii) owning a limited partnership interest in a limited partnership that is doing business within the State of Florida, unless such limited partner manages or controls the partnership, or exercises the powers and duties of a general partner.

In this case, the Corporation owns a minority membership interest in a limited liability company organized in Florida. The Corporation is not a manager of the limited liability company, and does not exercise control over the daily operations of the limited liability company. Therefore, the ownership by the Corporation of such membership interest, by itself, should not constitute the transaction of business in Florida.

**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. TONITO CORP.

(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. PANAMA

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. MAY 21, 1992

(Date of incorporation)

5. PERPETUAL

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

6. MARCH 1, 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. c/o ROBLES Y ROBLES, CALLE 50, EDIFICIO PLAZA BANCOMER, PISO 19, PANAMA

(Principal office address)

c/o ROBLES Y ROBLES, CALLE 50, EDIFICIO PLAZA BANCOMER, PISO 19, PANAMA

(Current mailing address)

8. HOTEL BUSINESS

(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: CORPORATION COMPANY OF MIAMI

Office Address: 201 SOUTH BISCAYNE BOULEVARD, 15TH FLOOR /PLM

MIAMI

(City)

, Florida 33131

(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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Director
Chairman: ANTONIO ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02
BUENOS AIRES, ARGENTINA

Director
Vice Chairman: VALERIA ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02
BUENOS AIRES, ARGENTINA

Director: MARTA ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02
BUENOS AIRES, ARGENTINA

Director: SEBASTIAN ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02
BUENOS AIRES, ARGENTINA

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: ANTONIO ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02
BUENOS AIRES, ARGENTINA

Vice President: VALERIA ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02 ,
BUENOS AIRES, ARGENTINA

Secretary: MARTA ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02, BUENOS AIRES, ARGENTINA

Treasurer: SEBASTIAN ROCA

Address: JUANA MANSO 740, 10 PISO, APT. 02, BUENOS AIRES, ARGENTINA

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

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

14. ANTONIO ROCA, DIRECTOR PRESIDENT
(Typed or printed name and capacity of person signing application)

ELEN

PAG: 1

REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA

EL REGISTRO PUBLICO DE PANAMA

CON VISTA A LA SOLICITUD: 509999.-

03 JUN -9 AM 9:34
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STATE
TALLAHASSEE, FLORIDA

CERTIFICACION

QUE LA SOCIEDAD

TONITO CORP.

SE ENCUENTRA REGISTRADA EN LA FICHA: 259988 ROLLO: 35425 IMAGEN: 60
DESDE EL VEINTISEIS DE MAYO DE MIL NOVECIENTOS NOVENTA Y DOS ,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:

- (1) JORGE LUIS HERRERA
- (2) ZADIE LLAURADO

QUE SUS DIRECTORES SON:

- 1) ANTONIO ROCA
- 2) VALERIA ROCA
- 3) SEBASTIAN ROCA
- 4) MARTA ROCA

QUE SUS DIGNATARIOS SON:

PRESIDENTE
VICE-PRESIDENTE
TESORERO
SECRETARIO

INTENDENTE

ANTONIO ROCA
VALERIA ROCA
SEBASTIAN ROCA
MARTA ROCA

QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE

QUE SU AGENTE RESIDENTE ES: ROBLES Y ROBLES

DETALLE DEL CAPITAL :

EL CAPITAL SOCIAL ES DE QUINIENTAS ACCIONES COMUNES SIN VALOR NOMINAL

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA , EL VEINTIDOS DE MAYO DE
DOS MIL TRES , A LAS 10:51:47.0 A.M.

REPUBLICA DE PANAMA (CUALIDAD Y SEGURIDAD REGISTRAL)

NOTA: ESTA CERTIFICACION PAGO

DERECHOS POR UN

VALOR DE B/. 30.00

COMPROBANTE NO. 509999.-

FECHA: 22/05/2003 (ELEN)

IRMA Y. GARCIA
CERTIFICADOR



TRANSLATION OF GOOD STANDING CERTIFICATE

22/5/2003

FILED
03 JUN -9 AM 9:34
SEATTLE, WASHINGTON
TALLAHASSEE, FLORIDA

THE PUBLIC REGISTRY OF PANAMA

Having at sight petition no. 508618

CERTIFIES:

That the Corporation: TONITO CORP., is registered under card 259988, film 35425, picture 60 since the twenty-six of May of the year one thousand nine hundred and ninety two, that the corporation is in good standing.

That its subscribers are:

- (1) JORGE LUIS HERRERA
- (2) ZADIE LLAURADO

That the Directors are:

- (1) ANTONIO ROCA
- (2) VALERIA ROCA
- (3) SEBASTIAN ROCA
- (4) MARTA ROCA

That the Officers are:

President:	ANTONIO ROCA
Vice President:	VALERIA ROCA
Treasurer:	SEBASTIAN ROCA
Secretary:	MARTA ROCA

That the legal representation shall be exercised by its President

That the Resident Agent is Robles & Robles

Information about its Capital: The Social Capital is Five Hundred common shares without nominal value

That its duration is perpetual.

That its domicile is Panama.

Issued and subscribed in the city of Panama, the twenty second day of May of two thousand-three at 10:51:47.0 a.m.

Date and hour of issuance.

NOTE: This certification paid rights for a value of B/30.00 Receipt No. 508618; Date: 29/04/03 (ELEN)

APOSTILLE
(Convention of the Hague of October 5, 1961)

1. County - Panama
The present public document
2. Has been signed by Irma Garcia
3. That acts as Certifier
4. and bears tax/stamps for 30.00

CERTIFICATE

5. In Panama 6. on May 22, 2003
7. by Department of Administration
8. Under number 2853
9. Tax/Stamps 2 10. signature Inocencia Vazquez (these stamps are affixed).

OFFICIAL SEAL REPUBLIC OF PANAMA

This authentication does not imply liability as to the terms contained in this document.

STATE
TALLAHASSEE, FLORIDA

03 JUN -9 AM 9:34

FILED

AFFIDAVIT OF TRANSLATOR

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, on this day presently appeared Patrick L.

Murray who being by me first duly sworn deposes and says:


1. That I am a foreign consulting attorney from Argentina with the law firm of Shutts & Bowen, LLP;
2. That I am familiar with both the English and Spanish language;
3. That I, personally, have translated the Certificate of Good Standing with Apostille of Tonito Corp., into English;
4. I hereby certify that the attached document is a true and correct translation of the Certificate of Good Standing with Apostille of Tonito Corp.

FURTHER AFFIANT SAYETH NOT.


PATRICK L. MURRAY

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of May, 2003 by Patrick L. Murray, who is personally known to me and who did not take an oath.


NOTARY PUBLIC



Alina Quintana
My Commission DD199963
Expires April 03, 2007

Typed or Printed Name of Notary

My commission expires: _____