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DIVISION OF CORPORATION

BKC



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 216010 7365687

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

03 AUG 27 PM 4:10  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : August 22, 2003

ORDER TIME : 11:35 AM

ORDER NO. : 216010-005

CUSTOMER NO: 7365687

CUSTOMER: Luis Velez, Esq.  
Luis Velez, Esq.  
5009 Broadway

New York, NY 10034

FOREIGN FILINGS

NAME: BHD CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

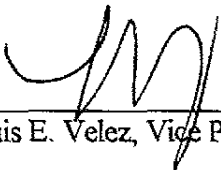
EXAMINER: \_\_\_\_\_

**BHD CORP.  
RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned Secretary, do hereby certify that this Resolution of the Board of Directors of BHD Corp. a corporation duly organized and existing under the laws of the State of New York, was duly adopted on August 22, 2003.

Be it resolved, that BHD Corp. organized and existing in the State of New York, hereby adopts the name BHD WORLDWIDE <sup>CORP.</sup> for use in the State of Florida.

Date: August 22, 2003

  
\_\_\_\_\_  
Luis E. Velez, Vice President/Secretary

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SECRETARY OF STATE  
TALLAHASSEE, 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. BHD 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. New York

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

3. 06-1119332

(FEI number, if applicable)

4. April 06, 1984

(Date of incorporation)

5. Perpetual

(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.)

c/o Luis E. Velez, Suite 108, 2160 North Central Road

7. Fort Lee, NJ 07024

(Principal office address)

Suite 108, 2160 North Central Road, Fort Lee, NJ 07024

(Current mailing address)

8. Money transmission, wire transfer services, travel related services,  
telecommunication services. To engage in any act or activity for which  
(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 Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

Corporation Service Company

By: Tabatha Miller, Asst VP

(Registered agent's signature)

Assistant Vice President

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**

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

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

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

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. Luis E. Velez, Secretary

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

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FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## **OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

BHD Corp.

### **List of Officers**

**Name:** Jose Felipe Pena **Title:** President  
**Bus. Addr.:** c/o Jose Felipe Pena 2160 North Central Road, Ste 108, Fort Lee, NJ  
07024

**Name:** Luis E. Velez **Title:** Vice President/Secretary  
**Bus. Addr.:** c/o Luis E. Velez 2160 North Central Road, Ste 108, Fort Lee, NJ 07024

### **List of Directors**

**Name:** Jose Felipe Pena **Term:** Dec 30, 2004  
**Bus. Addr.:** c/o Jose Felipe Pena 2160 North Central Road, Ste 108, Fort Lee, NJ  
07024

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STATE

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(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 06, 1984 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
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(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.)  
c/o Luis E. Velez, Suite 108, 2160 North Central Road
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Corporation Service Company

By: Tabatha Miller, ASST VP  
(Registered agent's signature)

Assistant Vice President

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**

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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

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

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

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

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

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

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

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TALLAHASSEE  
FLORIDA



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**Bus. Addr.:** c/o Luis E. Velez 2160 North Central Road, Ste 108, Fort Lee, NJ 07024

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**State of New York** | **ss:**  
**Department of State**

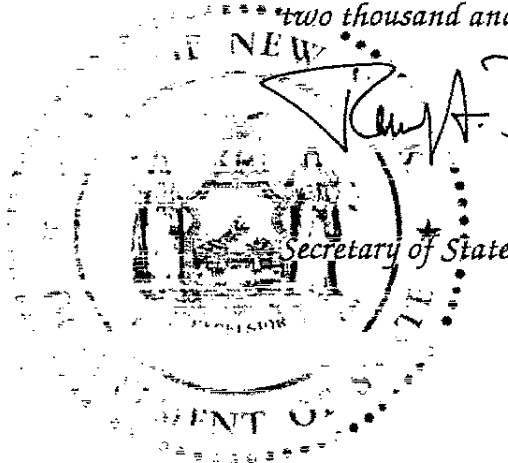
I hereby certify, that the Certificate of Incorporation of BHD CORP. was filed on 04/06/1984, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 21st day of August  
two thousand and three.

  
Secretary of State

200308220283 0021



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CLERK