

F04

Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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3rd Request

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FOREIGN PROFIT QUALIFICATION

YOROKA SOCIEDAD ANONIMA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	14
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DIVISION OF CORPORATIONS
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2-4-04

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. YOROKA SOCIEDAD ANONIMA, 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. COSTA RICA
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. DECEMBER 28 1974
(Date of incorporation)
5. 99 YEAR
(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 607.1301, 607.1502 and 617.155, F.S.)
7. 3899 NW 7TH ST #203 MIAMI FL 33126
(Principal office address)
3899 NW 7TH ST #203 MIAMI FL 33126
(Current mailing address)
8. PURCHASE & SALE & LAND
(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: JOSE NAE
Office Address: 3899 NW 7TH ST #203
MIAMI FL, Florida 33126
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and in 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.

Jose Nae
(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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AND
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ANDRE GLUMA
 Address: 3899 NW 7th St #203 MIAMI FL 33126

Vice Chairman: VILMA EUGENIA ROJAS VARGAS
 Address: 3899 NW 7th St #203 MIAMI FL 33126

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: VILMA EUGENIA ROJAS VARGAS
 Address: 3899 NW 7th St #203 MIAMI FL 33126

Vice President: _____

Address: _____

Secretary: VILMA EUGENIA ROJAS VARGAS
 Address: 3899 NW 7th St #203 MIAMI FL 33126

Treasurer: _____

Address: _____

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

13. Vilma E Rojas Vargas
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VILMA E ROJAS VARGAS VICE CHAIRMAN
 (Typed or printed name and capacity of person signing application) PRESIDENT

04 FEB 1 1973
 SECRETARY
 TALLAHASSEE FL 32301

APPROVED
 AND
 FILED

F

Manuel Eduardo Brenes Camacho

Abogado y Notario

MANUEL EDUARDO BRENES CAMACHO, ABOGADO Y NOTARIO PÚBLICO, CERTIFICA, que de conformidad con la inscripción que aparece en la Sección Mercantil del Registro Público de Costa Rica, tomo 215, página 469, asiento 656, la sociedad denominada **"YOROKA SOCIEDAD ANÓNIMA"**, con cédula jurídica número 3-101-043755, aparece debidamente inscrita y tiene vigencia durante noventa y nueve años contados a partir del catorce de febrero de mil novecientos ochenta en que fue constituida. De acuerdo a las leyes y costumbres en este país, esa sociedad no requiere renovación anual, teniendo vigencia durante todo el lapso indicado. En la Junta Directiva de esa compañía se desempeñan la señorita **VILMA EUGENIA ROJAS VARGAS**, cédula 4-110-027 como Presidente y el Notario que emite esta certificación como Secretario. En fe de todo ello expido este documento en San José, Costa Rica, a las trece horas del veintitrés de enero del año dos mil cuatro.

Manuel Eduardo Brenes Camacho



NATIONAL REGISTRY
SAN JOSE, COSTA RICA

No. 119012

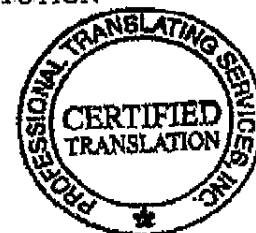
[three cancelled Costa Rican documentary tax stamps]

F.M.	S.A. 43,755	YOROKA S.A.
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MERCANTILE Vol. 215 Fo. 469 Entry 656 CONSTITUTION

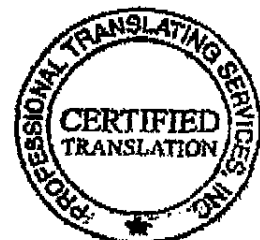
ENTRY No. 656

1



[truncated] the twentieth day of December, nineteen hundred seventy-four, and the fourteenth [day] of April, nineteen hundred eighty.—FEES: thirty-five Colones. /signed/.—Mr. GERARDO AZUFEIFA MEZA, an office worker, Identity Card one-three hundred seventy-seven-three hundred ninety-nine, and Miss VILMA EUGENIA ROJAS VARGAS, a secretary, Identity Card four-one hundred ten-zero twenty-seven, both of legal age, single, Costa Rican citizens, and residing in the Center of Santo Domingo de Heredia, wherein they live at Calle Dos, Avenida Dos, they state: that between them there is no relation of kinship, that they hereby constitute a joint stock company that shall be governed by the provisions of the Code of Commerce and, in addition, by the following clauses: FIRST: ON THE NAME: This corporation shall be called YOROKA SOCIEDAD ANONIMA, the two last words may be abbreviated as "S.A." The first word is an indigenous term from the Brunka language. SECOND: ON

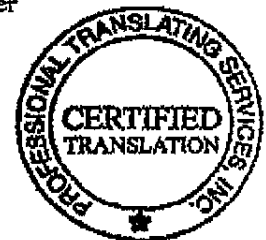
DOMICILE: The domicile of the corporation shall be the city of San José, it being able to open branches in any part of national territory or of the other Central American, North or South American, or European countries. THIRD: DURATION: The duration of the corporation shall be for ninety-nine years, reckoned as of February fourteen, nineteen hundred eighty. FOURTH: ON THE OBJECTIVE: The corporation shall have as its main objective all kinds of activities related to commerce, industry, agriculture, animal husbandry, and, for these, it may mortgage, pledge, and in any legitimate way acquire, alienate, or encumber all kinds of property, real or personal property rights and enter into all kinds of contracts, as well as be a part of other corporations; by a retribution, that may be assumed in any case, and the company may likewise grant bonds or other real guarantees in favor of shareholders or third parties, also to adjudicate to itself all kinds of credit activities, whether active or passively, and grant its commercial or industrial representation to commercial houses of domestic and foreign products. FIFTH: ON THE CAPITAL STOCK: The capital stock of the company shall be the amount of one thousand dollars, currency of the United States of America, and shall be represented by ten shares of one hundred dollars each, common and registered, subscribed and paid-in in cash and in the ratio of five shares for each of the two shareholders, of which the Notary Public below attests, subscribed by the Chairman of the Board of Directors. SIXTH: ON THE INVENTORIES AND BALANCES: Each year, on September thirty, inventories and balances shall be carried out. In the preparation of the latter, the value of the assets thereof in the price of the day shall be estimated, and the credits of doubtful collectibility in their probable value. Credits that are uncollectable shall not figure as part of the assets. SEVENTH: ON THE SHAREHOLDERS' MEETINGS: The shareholders thereof shall hold a regular annual meeting within the three months following the closing



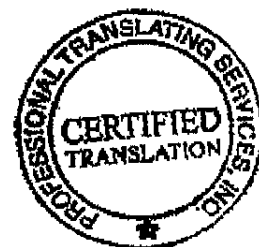
of the fiscal year, and they shall meet in special session whenever called by the Chairman of the Board of Directors. The call may be waived whenever one hundred percent of the capital stock thereof is present and represented, and it is so resolved, noting said circumstance in the appropriate minutes, which must be signed by all the shareholders thereof in that event. The shareholders' meetings may be held in the company's domicile or in the city of Miami, Florida, United States of America. EIGHTH: ON THE POWERS OF THE GENERAL SHAREHOLDERS' MEETINGS: A) Appoint the administrators and revoke their appointments as may be appropriate; B) Fill the temporary or permanent vacancies in the Board of Directors; C) Resolve about the merger of the corporation with another(s); D) Dissolve the corporation in advance; E) Appoint liquidators; F) Discuss and approve the Bylaws; G) The other powers pursuant to law, or to these articles. NINTH: OF THE ADMINISTRATION: Corporate business shall be administered by a Board of Directors comprised of three members that shall be the Chairman, the Vice President and the Secretary. The in and out of court representation of the company shall be vested in the Chairman, the Vice President and the Secretary, with the powers of general attorneys-in-fact without limitations as to amount, with the powers indicated by Article one thousand two hundred fifty-five of the Civil Code, being able to act jointly or separately. The Board of Directors shall hold a regular meeting every six months and in special session whenever called by the Chairman or the Vice Chairman. Their meetings may be held in the company's domicile or in the city of Miami, Florida, United States of America, and there shall be a quorum whenever at least two of its members are present. Its resolutions shall be valid when adopted by a majority of those present, and in the event of a tie the person acting as Chairman shall cast the deciding vote. The Board of Directors shall keep a book in which shall be entered the minutes of their sessions and their date, and the number of those in attendance, indicating



whether the resolutions are unanimous or by majority; the minutes shall be signed by the Chairman or his substitute. Shareholders or persons alien to the company may be members of the Board of Directors, and the Chairman and the Vice Chairman are expressly authorized to grant general, judicial or special powers-of-attorney to the person(s) that they deem necessary with the limitations and restrictions considered timely. TENTH: ON PROFITS AND LOSSES AND LEGAL RESERVE: Whatever reserve is deemed appropriate by the [General Shareholders'] Meeting shall be separated from the liquid annual profits upon the recommendation of the Board of Directors; the remainder, if any, shall be distributed in dividends in proportion to the shares of each shareholder; in the same way the losses shall be adjudicated, if any. ELEVENTH: ON THE OVERSIGHT OF THE CORPORATION: The oversight of the company shall be vested in an Inspector appointed by resolution of the Shareholders' Meeting, the appointment thereof being effective for the entire duration thereof and the post shall be governed in conformity with the provisions of the Seventh Section, First Book of the Commercial Code. TWELFTH: ON THE DISSOLUTION OF THE CORPORATION: The company shall be dissolved by the expiration of the duration thereof, or whenever any of the causes provided by Article two hundred one of the Commercial Code are produced. Once the dissolution thereof is resolved, the Shareholders' Meeting, with its legal quorum, shall proceed to the appointment of a liquidator that shall liquidate the assets thereof. The grantors hereof are constituted in a General [Shareholders'] Meeting, and by a unanimity of votes resolve and declare the following firm: a) approve the bylaws and hold the corporation as finally organized as of the said date; b) the following appointments are made for the period that begins on the aforementioned date: CHAIRMAN: the shareholder Rojas Vargas; VICE CHAIRMAN: the shareholder



Azofeifa Meza, and as SECRETARY: the authorizing Notary Public below, of legal age, married, residing in Santa Ana, [Identity] Card nine-zero zero one-four hundred eleven, who shall not be paid a salary, per diem or remuneration for the performance of his office, and as INSPECTOR: Mrs. ILSE ARIAS ROLDAN is hereby appointed, of legal age, divorced from a sole marriage, a secretary, residing hereat, [Identity] Card one-two hundred thirty-nine-five hundred fifty. All the aforementioned accept their offices and enter the same. THIS IS RECORDED in an instrument granted in San José, at ten a.m. on February fourteen, nineteen hundred eighty, before the Notary Public Manuel Eduardo Brenes Camacho; in accordance with notary proceedings submitted to this Registry at ten twenty-three a.m. on February twenty-seven of this year; under Entry nine thousand eight hundred seventy-three of Volume three hundred twenty-two of the Journal. The notice thereof was published on August thirteen of this year. SAN JOSÉ, August twenty-eight, nineteen hundred eighty. FEES: two hundred Colons. /signed/



REGISTRO NACIONAL
SAN JOSE, COSTA RICA

ESPACIO PARA TIMBRE



No. 119012

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Certificada

Copia Sociedades

Copia Sociedad Certificada

Nombre de la Sociedad:

No. Cédula Jurídica:

Movimientos:

REGISTRO NACIONAL
SAN JOSE, COSTA RICA

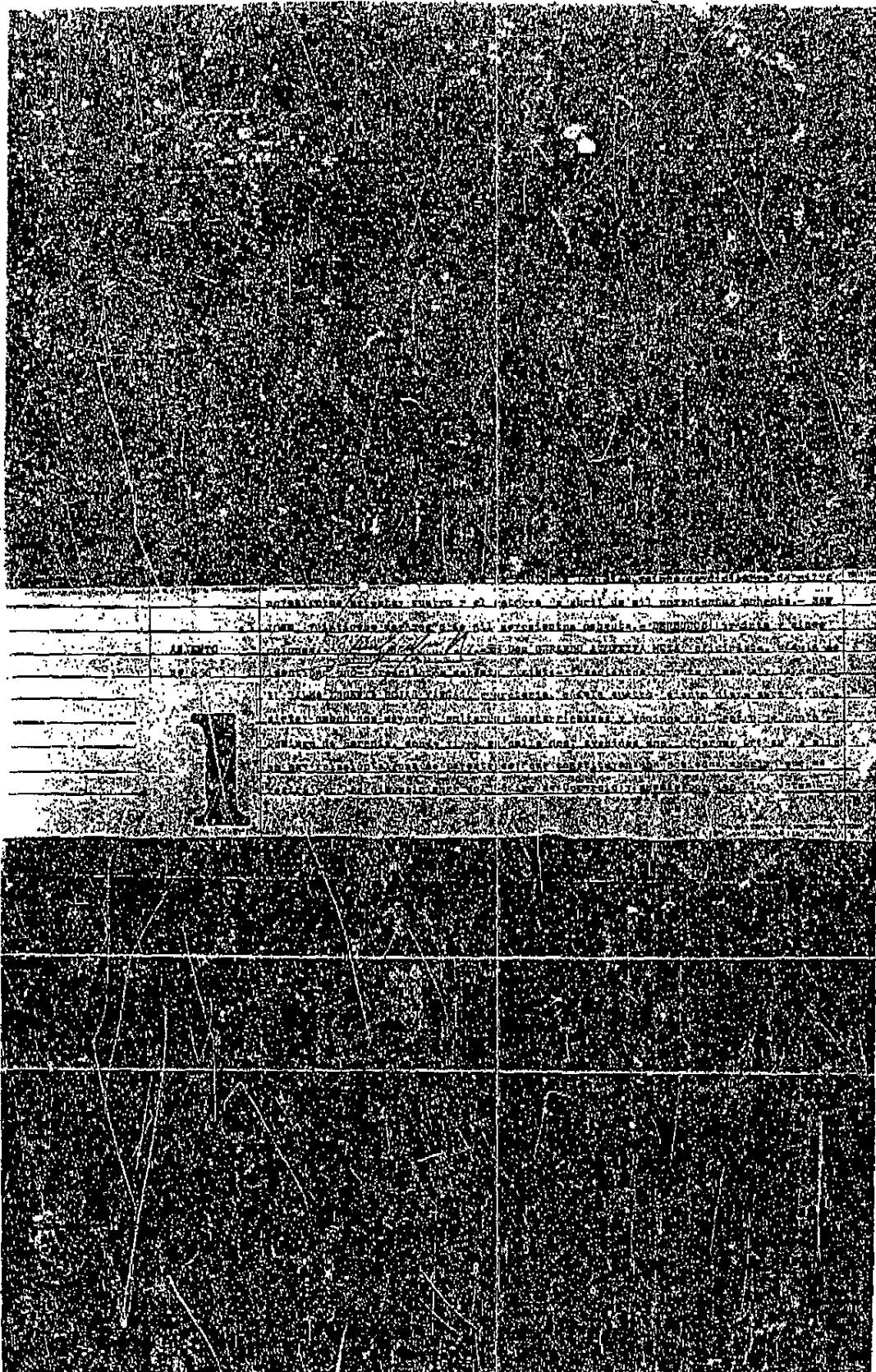
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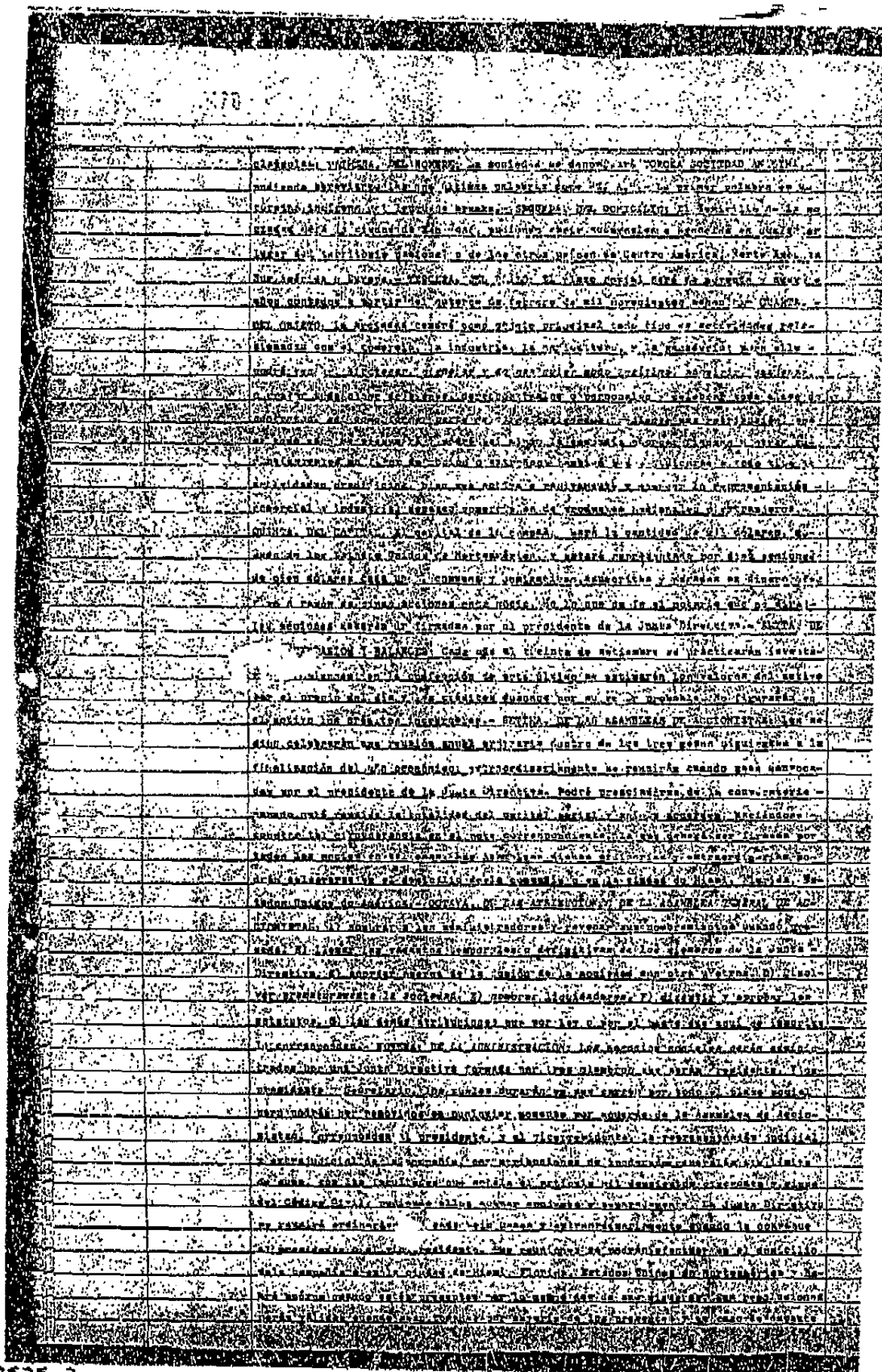
Importante:

- 1) Se advierte que si lo solicitado no es retirado el mismo día, será destruido.
- 2) Esta certificación se expide en forma inmediata.
- 3) La solicitud tiene un costo de:
 - a) Por cada copia \$ 300.00 timbre de Registro.
 - b) Por cada informe registral \$ 200.00 por plana timbre del Registro.
 - c) Por cada certificación deberá aportar los siguientes timbres, además de lo indicado en puntos "a" y "b":
 - \$ 5.00 timbre de archivo
 - \$ 12.50 timbre fiscal
 - \$ 1.00 timbre forense y
 - \$ 1.00 timbre rehabilitación

Cualquier irregularidad que se le presente en este trámite, le agradecemos acudir a la Defensoría de

F.N.	S.A.	43.735	YOROKA S.A.	
MERCANTIL	T 215	F 469	Ad. 356	CONSTITUCION





[illegible]

CERTIFICATE OF COMPETENCE AND ACCURACY

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me, a Notary Public in and for the State of Florida at large personally appears Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc. who after being duly sworn, hereby certifies that he is competent in both the SPANISH and the English languages, and that this is a true and accurate translation of the attached document consisting of TEN pages.




Dr. Luis A. de la Vega
for Professional Translating Services, Inc.

State of Florida
County of Miami-Dade

Sworn and subscribed this 19th day of JANUARY, 2004
by Dr. Luis A. de la Vega, Chairman of Professional Translating Services,
Inc., who is personally known to me.



Notary Public
State of Florida at large

My commission expires
 JUANITA E. RUANO
Notary Public - State of Florida
My Commission Expires Aug 14, 2007
Commission # DB210888
Bonded By National Notary Assn.

