

FO40000002461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

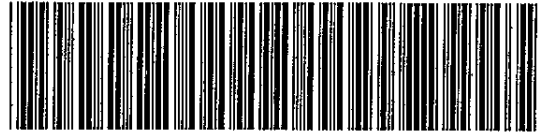
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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04/12/04--01104--031 \*\*78.75

04/12/04 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
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SB  
5-5-04

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** LAS BOVEDAS, S.A.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Arturo J. Aballi, Esq.  
(Name of Person)  
Aballi, Milne, Kalil & Escagedo, P.A.  
(Firm/Company)  
One S.E. Third Ave., Suite 2250  
(Address)  
Miami, Florida 33131  
(City/State and Zip code)

For further information concerning this matter, please call:

Arturo J. Aballi at ( 305 ) 372-5920  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

04 MAY -4 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AND FILED



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 16, 2004

ARTURO J. ABALLI, ESQ  
ABALLI, MILNE, KALIL & ESCAGEDO, PA  
ONE SE THIRD AVE, STE 2250  
MIAMI, FL 33131

SUBJECT: LAS BOVEDAS, S.A., INC.  
Ref. Number: W04000014779

We have received your document for LAS BOVEDAS, S.A., INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$6900.00.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 904A00025203

04 MAY -6 AM 11:43  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Aballi  
Milne  
Kalil &  
Escagedo, P.A.  
Counsellors at Law

April 30, 2004

Florida Department of State  
Division of Corporations  
Attn: Brenda Tadlock  
409 E. Gaines St.  
Tallahassee, Florida 32399

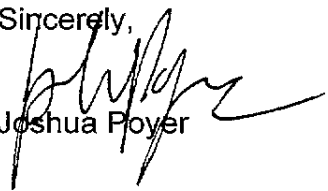
**VIA FEDERAL EXPRESS**

RE: **Las Bovedas; Affidavit of Melissa**

Dear Ms. Tadlock,

As per our conversation of this afternoon, enclosed please find two original affidavits of Melissa Castañeda. If you need anything else, please call without hesitation.

Sincerely,

  
Joshua Poyer

04/30/04 - 4:48 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED

2250 SunTrust International Center  
One Southeast Third Avenue  
Miami, Florida 33131  
Telephone (305) 373-6600  
Fax (305) 373-7929

**NOTARIA TAMBINI**  
 Av. Jorge Basadre 280 - San Isidro  
 ☎ 222-6353 Fax. 222-7408  
 E-mail: nottambini@millicom.com.pe  
**Horario de Atención:**  
 Lunes a Viernes de: 09:00 a 19:00 horas  
 y los Sábados de: 09:00 a 12:00 horas

**AFFIDAVIT OF MELISSA CASTAÑEDA**

I, Melissa Castañeda, the duly appointed and acting General attorney in Fact of Las Bovedas S.A., Inc. ("Las Bovedas") with broad powers to manage its affairs, being duly sworn, do depose and state as follows:

- 1.- The facts in this affidavit are stated on personal knowledge
- 2.- Las Bovedas has derived income from sources within the United States and the State of Florida by leasing residential real property owned by Las Bovedas to a friend of one of its principals for limited periods during the year. For most of the year the property is for use by its shareholders/principals.
- 3.- Las Bovedas does not list its property for rental or leasing to the general public, and nor does it rent the property to anyone other than the aforesaid friend.
- 4.- Las Bovedas does not employ any person or agent in Florida, and no person other than the shareholders and/or principals have dealt in any way with the lessee. Such dealings are usually by phone outside of the United States and the State of Florida.
- 5.- No directors, officers, shareholders, or principals reside in Florida or the United States.
- 6.- Las Bovedas has sought advice from legal counsel. From all facts known, legal counsel has determined that the activities described in this affidavit and occurring in the State of Florida do not constitute doing business for purposes of Florida Statute 607.1501 (2004)

SECRETARY OF STATE  
 LAHARRE, FLORIDA  
 06 MAY - 6 AM 11:48  
 FILED

*Melissa Castañeda*  
 MELISSA CASTAÑEDA

Before me, on this 27 day of April 2004, appeared Melissa Castañeda, who is personally known to me, or has produced DNI 08243275 as identification, and swears that foregoing document is accurate to his/her best knowledge and belief.

**CERTIFICO: QUE LA FIRMA QUE ANTECEDE CORRESPONDE A: ELDA LUCIA MELISSA E CASTAÑEDA FORERO, QUIEN SE IDENTIFICO CON DNI. N° 08243275. SE LEGALIZA LA FIRMA MAS NO EL CONTENIDO.**  
 Lima, 27 de abril de 2004.

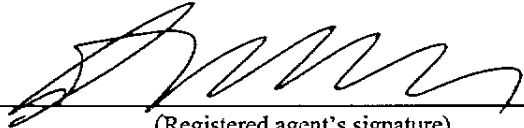


*Mónica Tambini Avila*  
 NOTARIA TAMBINI  
 T  
 MONICA TAMBINI AVILA  
 Abogada - Notaria de Lima



**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. LAS BOVEDAS, S.A., INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Republic of Panama 3. 52-2025789  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/1/1978 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. PH Plaza 2000 Bldg., Calle 50 & Calle 53, Urb. Marbella, Panama 5, Rep. of Panama  
(Principal office address)  
c/o Castaneda & Assoc., 328 Crandon Blvd., Suite 221-B, Key Biscayne, FL 33149  
(Current mailing address)
8. Any act or activity not prohibited under the laws of Florida  
(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: AMKE Registered Agents, L.L.C.  
Office Address: One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
(City) (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:

04 MAY -4 AM 11:49  
AND FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: Adolfo Sauri

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50  
Panama, Rep. de Panama

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

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

Director: Luis Antonio Gordillo

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50  
Panama, Rep. de Panama

Director: Luis Alberto Rodriguez

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50  
Panama, Rep. de Panama

**B. OFFICERS**

President: Adolfo Sauri

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50  
Panama, Rep. de Panama

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

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

Secretary: Luis Antonio Gordillo

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50, Panama,  
Rep. de Panama

Treasurer: Luis Alberto Rodriguez

Address: Arias, Fabrega & Fabrega, Edificio PH. Plaza 2000 Calle 50, Panama  
Rep. de Panama

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

13. *Sauri*  
(Signature of Director or Officer listed in number 12 of the application)

14. Adolfo Sauri - President  
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE  
FALL ANNUAL MEETING

04 MAY - 1 AM 11:48

AND  
FILED

// NEES

PAG. 1



REPUBLICA DE PANAMA  
**REGISTRO PUBLICO DE PANAMA**  
CON VISTA A LA SOLICITUD 631339  
C E R T I F I C A

QUE LA SOCIEDAD :

LAS BOVEDAS, S.A.

SE ENCUENTRA REGISTRADA EN LA FICHA: 32277 ROLLO: 1599 IMAGEN: 260  
DESDE EL DIEZ DE NOVIEMBRE DE MIL NOVECIENTOS SETENTA Y OCHO ,

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS DIRECTORES SON:

- 1 ) ADOLFO SAURI
- 2 ) LUIS ANTONIO GORDILLO
- 3 ) LUIS ALBERTO RODRIGUEZ

- QUE SUS DIGNATARIOS SON:

PRESIDENTE	: ADOLFO SAURI
TESORERO	: LUIS ALBERTO RODRIGUEZ
SECRETARIO	: LUIS ANTONIO GORDILLO

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL OCHO DE MARZO  
DEL DOS MIL CUATRO A LAS 10:37:02, A.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS  
POR UN VALOR DE B/. 30.00  
COMPROBANTE NO. 631339  
NO. CERTIFICADO: S. ANONIMA - 539565  
FECHA: Lunes 08, Marzo DE 2004

// NEES //

  
KADINE HURTADO  
CERTIFICADOR





The undersigned hereby declares that the attached document consisting of 1 page is a Certificate of Good Standing of **LAS BOVEDAS, S.A.**, a Panamanian Corporation, has been submitted to her for translation into English -----

Description of Document: This Certificate of Good Standing was issued on a 8½X11" official stationery designed for this particular purpose. On the left hand corner to the left of the Panamanian Coat of Arms there are two back slashes ("/") and the initials ("NEES"). To the right there appears "Pag. 1"]

**TEXT**

**COAT OF ARMS OF THE  
REPUBLIC OF PANAMA  
PUBLIC REGISTRY OF PANAMA  
UNDER REQUEST NO. 631339**

**C E R T I F I E S**

----- THAT THE COMPANY: -----

LAS BOVEDAS, S.A.

HAS BEEN RECORDED UNDER INDEX CARD NO. 32277 ROLL: 1599 IMAGE: 260  
SINCE NOVEMBER 10, 1978.

THAT THE COMPANY IS IN GOOD STANDING

THAT ITS DIRECTORS ARE:

- 1) ADOLFO SAURI
- 2) LUIS ANTONIO GORDILLO
- 3) LUIS ALBERTO RODRÍGUEZ

THAT ITS OFFICERS ARE:

PRESIDENT: ADOLFO SAURI  
TREASURER: LUIS ALBERTO RODRIGUEZ  
SECRETARY: LUIS ANTONIO GORDILLO

THIS CERTIFICATE IS ISSUED AND EXECUTED AT THE PROVINCE OF PANAMA ON  
MARCH 8, 2004 AT 10:37,02 A.M.

NOTE: THIS CERTIFICATE PAID DUES IN THE AMOUNT OF B/. (PANAMANIAN  
CURRENCY) 30.00  
PAID BILL NO. 631339  
CERTIFICATE NO.: PUBLIC LIMITED COMPANY NO. 539665  
DATE: MONDAY, MARCH 8, 2004

(ILLEGIBLE SIGNATURE)

KADINE HURTADO  
REGISTRAR

Round Seal of the  
Republic of Panama  
Public Registry of  
Panama and Coat of  
Arms of the  
Republic of Panama

AFFIDAVIT OF TRANSLATOR

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared YOLANDA J. MARQUEZ, who after being duly sworn upon oath deposes and says that she is thoroughly familiar with both Spanish and English languages; that she has translated the foregoing document and is, to the best of her ability and belief, a true and correct rendition into English of a Certificate of Good Standing prepared and issued in Spanish by the Public Registry of the Republic of Panama and presented to her as the original.

  
\_\_\_\_\_  
YOLANDA J. MARQUEZ

SWORN TO AND SUBSCRIBED BEFORE ME

This 15 day of March, 2004.

  
\_\_\_\_\_  
Notary Public State of Florida

My Commission Expires:



Caridad Fernandez  
MY COMMISSION # DD140887 EXPIRES  
August 11, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.