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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

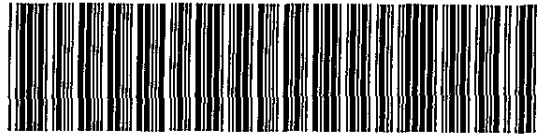
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W/07/26/04

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04 JUL 26 PM 2:58

TRANSMITTAL LETTER

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DIVISION OF CORPORATIONS
04 JUL 26 PM 2:58

TO: Registration Section
Division of Corporations

SUBJECT: mondo verde s.a
(Name of corporation - must include suffix)

Dear Sir or Madam:

W03-31900

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: mondo verde s.a c/o

Jared A. Scholtz
(Name of Person)

Joseph F. Whitehead P.A
(Firm/Company)

5201 Bayenswood Road Suite 111
(Address)

Fort Lauderdale, FL 33312
(City/State and Zip code)

For further information concerning this matter, please call:

954 963

Jared A Scholtz at (954) 963-9298
(Name of Person) (Area Code & Daytime Telephone Number)

9219

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

Att Nick

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 30, 2003

JARED A. SCHULTZ
JOSEPH F. WHITEHEAD P.A.
5201 RAVENSWOOD ROAD SUITE 111
FORT LAUDERDALE, FL 33312

SUBJECT: MUNDO VERDE S.A.
Ref. Number: W03000031900

We have received your document for MUNDO VERDE S.A. 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 \$10,465.00.

~~11,615.00~~

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Because Florida does not recognize the corporate suffix "S.A.," we will need to change the corporate suffix to "Inc." or a similar suffix. Please let us know what corporate suffix you would like to substitute for use in Florida. Please note that this does not change your filing in Guatemala in any way.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 103A00059261

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 8, 2004

JARED A. SCHULTZ
JOSEPH F. WHITEHEAD P.A.
5201 RAVENSWOOD ROAD SUITE 111
FORT LAUDERDALE, FL 33312

SUBJECT: MUNDO VERDE S.A.
Ref. Number: W03000031900

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This letter is in response to the application by foreign corporation/limited liability company for authorization to transact business in Florida that was previously submitted to this office for MUNDO VERDE S.A..

The referenced application states that the entity has transacted business in the State of Florida since September 11, 1994. You were notified by letter dated October 30, 2003, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the entity is liable for \$11615.00 in appropriate fees and penalties as set forth in Section 607.1502(4)/617.1502(4)/608.502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the entity first transacted business in Florida, that the entity did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Registration Section at (850) 245-6051.

Registration Section
Division of Corporations Letter No. 404A00043726

Enclosure

Joseph F. Whitehead, P.A.

attorney at law

5201 Ravenswood Road
Suite 111
Fort Lauderdale, FL 33312

Tel: (954) 963-9298
(800) 868-9298
Fax: (954) 963-9219
E Mail: bad-debt.com

FAX # _____

OF PAGES INCLUDING THIS ONE

DATE 7/20/04

COMPANY Florida Dept. of State

ATTENTION Registration Section

FROM Nick Nichols for Jared Schultz

RE: Ref # W03000031900

COMMENTS This letter is in response to your correspondence dated 7/8/04.

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Please note that Mundo Verde has not been doing business in Florida
since 1994, and therefore they do not owe \$11,615.00. I understand
what happened that caused you to believe money was owed. Initially when
this office incorporated Mundo Verde, Jared Schultz at this office wrote
in the application that Mundo Verde had been doing business in Florida
since 1994. That is not true. Mundo Verde started doing business in 1994,
but they did not transact any business in Florida until they were correctly
incorporated by the Law offices of Stuart Levin, P.A. in 2003. If you have
any questions please don't hesitate to contact this office. Regards,


Signature

This message is intended only for the use of the individual or entity to which it is addressed. It may contain information that is privileged, confidential and exempt from disclosure under law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us at the address listed above via the United States postal service. Thank You.

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. MUNDO VERDE S.A.
 (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. Guatemala 3. _____
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-23-1993 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9-11-94
 (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. Km 21-22 CARRETERA A VILLA CANALES "FINCA MORAN"
GUATEMALA, GUATEMALA (Principal office address)
BAVE 16-55 ZONA 10 EDIFICIO SAN IGNACIO #
APT 10B (Current mailing address) GUATEMALA, GUATEMALA

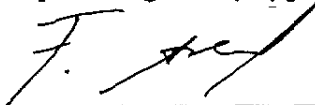
8. Exporting flowers to US
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (F.O. Box or Mail Drop Box NOT acceptable)

Name: Jared A Shults

Office Address: 5201 RAVENWOOD ROAD suite 111
Fort Lauderdale, Florida 33312
 (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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Federico Arcano

Address: 9 Ave 16-55 ZONA 10 edificio

San Ignacio II Apt 10 D Guatemala, Guatemala

Vice Chairman: Francisco Arcano

Address: 9 Ave 16-55 ZONA 10 edificio

San Ignacio II Apt 10 B Guatemala, Guatemala

Director: Elisa Arcano

Address: 9 Ave 16-55 ZONA 10 edificio

San Ignacio II Apt 10 B Guatemala, Guatemala

Director: _____

Address: _____

B. OFFICERS

President: Federico Arcano

Address: 9 Ave 16-55 ZONA 10 edificio San

Ignacio II Guatemala, Guatemala

Vice President: Francisco Arcano

Address: 9 Ave 16-55 ZONA 10 edificio San

Ignacio II Apt 10 D Guatemala, Guatemala

Secretary: Elisa Arcano

Address: 9 Ave 16-55 ZONA 10 edificio San

Ignacio II Guatemala, Guatemala

Treasurer: _____

Address: _____

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

13. Elisa Arcano

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

14. secretary, operations manager

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

04 JUL 26 PM 2:58
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DIVISION OF CORPORATIONS
FILLMORE

CERTIFIED TRANSLATION

I, Ana Isabel Herrerías Bedard de Toriello, the undersigned Certified Translator, duly authorized with Ministerial Accord No. 342, of February 17, 1984, by the Guatemalan Ministry of Education, to translate documents from Spanish into English, and bearing Identity Card No. A-1 498622, do hereby certify that I have had before me a **CERTIFICATION**, written in Spanish which, translated into English, in its pertinent parts and to the best of my ability, reads as follows:-----

"COMMERCIAL REGISTRY - MINISTRY OF ECONOMY - Guatemala, Central America. 15071 - CERTIFICATION -----

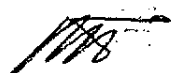
The undersigned General Commercial Registrar for the Republic certifies that he has had before him Electronic Data Book 118, pertaining to Commercial Companies, in which folio 334 bears registration No. 160665 which copied literally states: Registration No. 160,665, according to file No. 12052-94 has registered the company with commercial name of **MUNDO VERDE**, located at (address:) 12 Calle 1-25 Zona 10, Edificio Géminis 10, Torre Norte, Oficina 603, Guatemala. The activity of this company shall be: Export of non-traditional products, export of perishable products, import/export, transformation/processing, industrialization, and commercialization of any and all types of agricultural products, and other establishments (sic.) in the company by-law. Proprietor: **MUNDO VERDE**, Sociedad Anónima/**MUNDO VERDE** Corporation. Administrator or Commercial Agent: Regina Barillas Gonzalez, Guatemala, June 15, 1994.-----

'A' At the request of Regina Barillas Gonzalez, the company registered under No. 160,665 changed address to (address:) Finca Morán, Kilómetro 21/22, Carretera Villacanales, Guatemala, Guatemala. August 6, 1997. File No. 12052-94.-----
This is to certify that the company registered under Registration 160665, Folio 334, Book 118, with commercial name Mundo Verde changed its purpose to: the negotiation of any type of cattle, agricultural and cattle products and by-products, as well as tools, machinery, articles, merchandise, and farm or cattle equipment; import, export, and manufacture of consumer products and raw materials, for its own use, as well as for marketing and sales, locally or abroad. File 12052-94. Guatemala, August 16, 2001.-----

'A' Taken from Book 118, Folio 334, Commercial Company Registry. At the request of Ana Vilma Barillas Gonzalez, it is hereby certified that the company registered under Registration 160665, Folio 334, Book 118, with commercial name Mundo Verde, changed its commercial and fiscal address to: (address:) Km. 21/22 Carretera a Villa Canales, Finca Morán, Departamento/Department: Guatemala; Municipio/Municipal District: Villa Canales. File: 12052-1994. Guatemala, January 9, 2003. Illegible signature. Seal of the General Commercial Registry for the Republic of Guatemala, Central America.-----

And for the legal uses deemed necessary to the interested party, I hereby issue, sign, and seal the present certification on this one sheet of bond paper bearing the letterhead of the Commercial Registry, in Guatemala City, on October 17, 2003. Fees: Q15.00, Article 3. Governmental Accord 207-93. (signature:) Illegible. (Seal:) Leonel Enrique Chinchilla

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DIVISION OF CORPORATIONS


Lic. Ana Isabel Herrerías de Toriello
TRADUCTOR JURADO No. 342
GUATEMALA, C. A.

CERTIFIED TRANSLATION

Page 2

Recinos, General Commercial Registrar for the Republic – Substitute. (Upper left-hand margin:) (Signature:) illegible, Rolando Lopez, Responsible Official. (Signature:) illegible, Danilo Figueroa, Approved.”-----

IN WITNESS THEREOF, at the request of the interested party and assuming no responsibility for its contents, I hereby issue, seal, and sign this Certified Translation on two sheets of plain bond paper, in Guatemala City, on October 22, 2003.-----

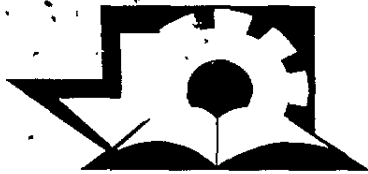
Ana Isabel Herceles de Toriello

Lic. Ana Isabel Herceles de Toriello
TRADUCTOR JURADO No. 342
GUATEMALA, C. A.

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Asociación Guatemalteca
de Intérpretes
y Traductores
AGIT

MIEMBRO ACTIVO



REGISTRO MERCANTIL
MINISTERIO DE ECONOMIA
 Guatemala, C. A.

15071

CERTIFICACION


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Rolando Lopez
 Responsable

Daniilo Figueroa
 Vp. Bo.

EL INFRASCrito REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA, CERTIFICA: HABER TENIDO A LA VISTA EL LIBRO ELECTRONICO 118 DE EMPRESAS MERCANTILES EN EL QUE A FOLIO 334 APARECE LA INSCRIPCION No. 160665 LA QUE COPIADA LITERALMENTE DICE: -----
 REGISTRO No. 160,665 CONFORME EXPEDIENTE No. 12052-94 SE INSCRIBE LA EMPRESA DE NOMBRE COMERCIAL: MUNDO VERDE, UBICADA EN 12 CALLE 1-25 ZONA 10, EDIFICIO GEMINIS 10, TORRE NORTE OFICINA 603, GUATEMALA, CUYA ACTIVIDAD SERA: EXPORTACION DE PRODUCTOS NO TRADICIONALES, EXPORTACION DE PRODUCTOS PERECEDEROS IMPORTACION EXPORTACION, TRANSFORMACION PROCESAMIENTO, INDUSTRIALIZACION Y COMERCIALIZACION DE TODA CLASE DE PRODUCTOS AGRICOLAS Y OTROS ESTABLECIMIENTOS EN LA ESCRITURA CONSTITUTIVA. PROPIETARIO: MUNDO VERDE, SOCIEDAD ANONIMA. ADMINISTRADOR O FACTOR: REGINA BARILLAS GONZALEZ, GUATEMALA 13 DE JUNIO DE 1994. -----

"A" LA EMPRESA INSCRITA AL No. 160,665 CAMBIO DE DIRECCION A; FINCA MORAN KILOMETRO 21/22 CARRETERA A VILLA CANALES GUATEMALA, GUATEMALA 6 DE AGOSTO DE 1997 EXPEDIENTE No. 12052-94. A SOLICITUD DE: REGINA BARILLAS GONZALEZ.
 SE HACE CONSTAR QUE LA EMPRESA INSCRITA BAJO REGISTRO: 160665 FOLIO: 334 LIBRO: 118 Y CON NOMBRE COMERCIAL MUNDO VERDE CAMBIO SU OBJETO A: LA NEGOCIACION DE CUALQUIER TIPO DE GANADO, PRODUCTOS Y SUBPRODUCTOS AGRICOLAS Y GANADERAS; LA EXPORTACION, IMPORTACION, DISTRIBUCION Y VENTA DE TALES ARTICULOS; DEDICARSE A LA EXPORTACION E IMPORTACION DE GANADO, SUS PRODUCTOS Y SUBPRODUCTOS, ASI COMO DE IMPLEMENTOS, MAQUINARIAS, ARTICULOS, MERCANCIAS Y EQUIPOS DE TIPO AGROPECUARIOS, LA IMPORTACION, EXPORTACION Y ELABORACION DE INSUMOS Y MATERIA PRIMA TANTO PARA UTILIZACION PROPIA COMO PARA SU MERCADEO Y VENTA EN EL INTERIOR O FUERA DE LA REPUBLICA; . EXPEDIENTE: 12052-1994. GUATEMALA 16 DE AGOSTO DE 2001. -----
 "A" VIENE DEL LIBRO 118 FOLIO 334 DEL LIBRO FISICO DE EMPRESAS A SOLICITUD DE: ANA VILMA BARILLAS GONZALEZ. SE HACE CONSTAR QUE LA EMPRESA INSCRITA BAJO REGISTRO: 160665 FOLIO: 334 LIBRO: 118 Y CON NOMBRE COMERCIAL MUNDO VERDE CAMBIO SU DIRECCION COMERCIAL Y FISCAL A: KM. 21/22 CARRETERA A VILLA CANALES, FINCA MORAN DEPARTAMENTO: GUATEMALA MUNICIPIO: VILLA CANALES. EXPEDIENTE: 12052-1994. GUATEMALA 09 DE ENERO DE 2003. ----- FIRMA ILEGIBLE ESTA EL SELLO DEL REGISTRO MERCANTIL GENERAL DE LA REPUBLICA, GUATEMALA C. A. -----
 Y PARA LOS USOS LEGALES QUE AL INTERESADO CONVenga, EXTIENDO, FIRMO Y SELLO LA PRESENTE CERTIFICACION EN ESTA UNICA HOJA DE PAPEL BOND CON MEMBRETE DEL REGISTRO MERCANTIL, EN LA CIUDAD DE GUATEMALA, A LOS DIECISIETE DIAS DEL MES DE OCTUBRE DEL AÑO DOS MIL TRES. HNOS. Q15.00 ARTICULO 3°. ACUERDO GUBERNATIVO 207-93.

[Handwritten signature]

 Lic. Leonel Enrique Chinchilla Recio
 Registrador Mercantil General
 de la Republica - Sustituto