

F04000004357

(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:

Office Use Only



600039108036

FILED
04 JUL 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
04 JUL 29 4:03
TALLAHASSEE, FLORIDA

312



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 704041 7414180
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

FILED
04 JUL 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 1, 2004
ORDER TIME : 3:04 PM
ORDER NO. : 704041-005
CUSTOMER NO: 7414180
CUSTOMER: Mr. Oliver Sureau
Mr. Emmanuel Jaegle
11th Floor, C/o Jade
Associates 1111 Brickell
Miami, FL 33131

FOREIGN FILINGS

NAME: CITEL AMERICA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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.

FILED
04 JUL 29 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CITEL AMERICA 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. New York 3. 13-319-0000
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/15/1983 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. 1515 N.W. 167th STREET - SUITE# 6-303 - MIAMI, FLORIDA 33169
(Principal office address)

SAME
(Current mailing address)

8. Wholesale selling of electronic products
(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, Florida 32301
(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.

Corporation Service Company
Ann R. Mulling
(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

Chairman: MR. FRANCOIS GUICHARD

Address: 1515 NW 167 St Ste 6-303 Miami, FL 33169

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MR. FRANCOIS GUICHARD

Address: 1515 NW 167 St Ste 6-303 Miami, FL 33169

Vice President: MR. FABRICE LARMIER

Address: 1515 N.W. 167th STREET - SUITE 6-303 - MIAMI, FLORIDA 33169

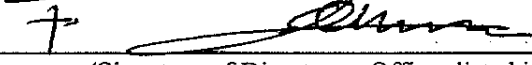
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. FABRICE LARMIER / VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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

I hereby certify, that the Certificate of Incorporation of CITEL AMERICA, INC. was filed on 02/15/1983, 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.

The Biennial Statement is past due.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of May
two thousand and four.*

A handwritten signature in black ink, appearing to read "R. A. DeS...".

Secretary of State