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DIVISION OF CORPORATIONS
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13p

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Dispersion Y control, SA de CV
(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:

LORENZO LEBRIJA
(Name of Person)
Dispersion Y control, SA de CV
(Firm/Company)
555 NE 15 ST #607 W 04-34304
(Address)
MIAMI FL 33132
(City/State and Zip code)

For further information concerning this matter, please call:

Lorenzo Lebrija at 305, 297-4519
(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

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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

September 14, 2004

LORENZO LEBRIJA
DISPERSION Y CONTROL, SA DE CV
555 NE 15 ST #607
MIAMI, FL 33132

SUBJECT: DISPERSION Y CONTROL, SA DE CV
Ref. Number: W04000034304

We have received your document for DISPERSION Y CONTROL, SA DE CV and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please provide the principal office address and the current mailing address in section 7 of your application.,

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 704A00054780

2004 SEP 14 AM 8:04
DIVISION OF CORPORATIONS
STATE OF 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. Dispersion Y Control, SA de CV
(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. MEXICO 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 17, 2004 5. 2103
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 555 NE 15 ST #607, MIAMI FL 33132
(Principal office address)

same

(Current mailing address)

8. Marketing of unique payment network.
(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 NOT acceptable)

Name:

Lorenzo Leborija

Office Address:

555 NE 15 ST #607

MIAMI

(City)

, Florida

33132

(Zip code)

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DEPARTMENT OF CORPORATIONS
04 SEP 24 AM 8:04

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.

Lorenzo Leborija

(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: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

04 SEP 21 AM 8:04
OFFICE OF THE
CLERK OF THE
COURT

B. OFFICERS

President: Antonio Velasco Gomez

Address: Rio Mississippi 48, 6° Piso
Mexico DF, Cuauhtemoc 06500

Vice President: _____

Address: _____

Secretary: Samuel Levy Anto

Address: Rio Mississippi 48, 6° Piso, Mexico DF, Cuauhtemoc 06500

Treasurer: Ricardo Sanchez Lazo

Address: Rio Mississippi 48, 6° Piso, Mexico DF, Cuauhtemoc 06500

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. LORENZO VERBRIDA, Authorized Representative



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

AFFIDAVIT

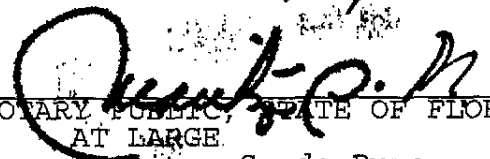
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CLERK OF STATE
DIVISION OF CORPORATIONS

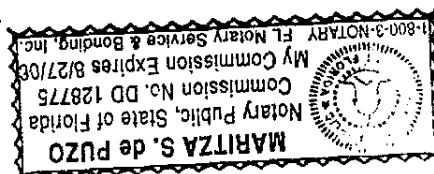
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA AT
LARGE, PERSONALLY APPEARED MRS. GUADALUPE GUTIERREZ, A CERTIFIED
TRANSLATOR FOR AND ON BEHALF OF A TO Z TRANSLATIONS & PROFESSIONAL
SERVICES CORP., WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT
SHE IS VERSED IN THE SPANISH AND THE ENGLISH LANGUAGES, AND THAT
THE PRECEDING IS A TRUE AND CORRECT TRANSLATION INTO THE ENGLISH
LANGUAGE OF THE ATTACHED DOCUMENT(S) IN SPANISH.


Guadalupe Gutierrez


SWORN TO AND SUBSCRIBED BEFORE ME BY GUADALUPE GUTIERREZ, WHO IS
PERSONALLY KNOWN TO ME, THIS 8th DAY OF September, 2004.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Name: Maritza S. de Puzo
Commission No. DD 128775
Expires: August 27, 2006



[TRANSLATION]

04 SEP 24 AM 8:04
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS

Attached is a document issued by Notary Public No. 24 of the Federal District in Mexico, recorded at Volume 809 under No. 26,345 on June 17, 2004 which contains the articles of incorporation of "DISPERSION Y CONTROL S.A. DE C.V.", a Mexican corporation.

The document, issued in 20 pages printed on both sides, contains the clauses governing the operations of the company. It contains forty nine articles and five transitory clauses.

In relevant parts, the document contains the following information:

Corporate name: DISPERSION Y CONTROL S.A. DE C.V.

Domicile: The city of Mexico, Federal District. Nevertheless, the company may open agencies or branches anywhere in the country and abroad.

Corporate objectives: These include, among others: import, export, reproduction and commercialization of all goods and services; promotion, organization and administration of all types of commercial and civil companies; own and/or participate in other companies; receive or provide from or to other companies, all kind of commercial services; deal in domestic or foreign currency; promote the development and creation of new companies; issue, subscribe, purchase, sale and in general, do business with credit documents, shares and real estate properties; acquire, dispose of, lease or pledge all types of personal or real property, as necessary or convenient to the corporate objective, and others.

Duration: The duration of the company shall be ninety nine years, as of the date when this document is executed.

Corporate capital: The minimum allowed capital is one hundred thousand pesos and there is no stipulated maximum. The corporate capital is divided into one hundred shares of one thousand pesos each. Shares shall confer equal rights to all shareholders. Increases or reductions to the corporate capital must be approved by the shareholders, in accordance with the laws and duly recorded. In the event of increases to the corporate capital, the existing shareholders shall have the right of first refusal over newly issued shares. If more than one individual own a share of the company, the owners must appoint one representative to act before the company.

Administration: The company shall be managed by a Sole Administrator or a Board of Directors. The members of the Board shall remain in office for one year or until their substitutes are

appointed. Any shareholders possessing at least 25% of the shares of the company is entitled to appoint one member to the board. The remaining members shall be appointed by a majority of votes. At the first meeting, the members of the board shall appoint a Chairman, one or more Vice Presidents, a Treasurer and a Secretary. The temporary or permanent absences of the principal members shall be covered by their appointed substitutes. The Board of Directors or the Sole Administrators shall have ample powers of representation of the company, as well as to manage the day-to-day business of the company, including but not limited to: represent the company before criminal and civil authorities; manage assets in accordance with paragraph second of article two thousand five hundred fifty four of the Civil Code; to execute credit documents; hire and fire managers and personnel, issue powers of attorney. Any member of the board may summon the members to a meeting. In order for the resolutions issued at board meetings to be valid, the majority of its members must be present. The members of the Board of the Sole Administrator must deposit one share and one thousand pesos with the company, to guarantee their performance.

Supervision: One or more auditors shall be responsible for the supervision of the financial affairs of the company. The auditor(s) shall be appointed by the shareholders at a regular meeting for a one year period. The auditor(s) need not be shareholders. The auditor(s) shall have the powers accorded to him/them by article one hundred sixty six of the General Law of Commercial Entities. The auditor(s) must also offer the same guaranties as the members of the board or the sole administrator.

Fiscal year: The first year shall run from January first and end on December thirty first of each year. The first year of operations of the company shall commence on the date when this document is recorded and end on December thirty first of this year. Within three months from the closing of each fiscal period, the company must prepare financial statements, which shall in turn be submitted to the shareholders. The shareholders shall be in charge of making distributions of the profits or losses of the company. In the case of profits, these shall be distributed as follows: a amount equal to five percent of the profits shall be set aside to form a reserve fund until it reaches an amount equal to one fifth of the corporate capital; the monies corresponding to profit sharing to employees shall be set aside, as well as any monies determined by the shareholders to establish reserve funds. The balance shall be distributed among the shareholders, in proportion to their stock ownership. In the event of losses, these shall be absorbed by the capital reserve fund and if necessary, these shall be repaid from future profits.

Shareholders: The shareholders shall meet in ordinary and extraordinary meetings. The Board of Directors of the Sole Administrator may summon shareholders' meetings. The shareholders may hold a meeting if the totality of the shareholders are present at one time and decide to hold a meeting. The shareholders may be represented by proxy. Minutes of shareholders meetings must be

recorded in the official minutes book. The meetings shall be presided by the President of the Board or the Sole Administrator, as applicable, or by the individual appointed to do so. Ordinary meetings will take place at least once a year, within four months from the conclusion of the previous fiscal year. In order to have quorum at least fifty percent of the corporate capital must be present at ordinary meetings. In order for extraordinary meetings to have proper quorum, at least seventy five percent of the corporate capital must be present or duly represented. Meetings summoned must be postponed if the quorum requirements are not met.

Dissolution or liquidation: The company shall be dissolved for any of the reasons contemplated in article two hundred and twenty nine of the General Law of Commercial Entities. One or more liquidators shall be appointed by the shareholders to handle the dissolution. Unless otherwise stipulated, the liquidation shall be conducted in accordance with the following basic principles: conclusion of the pending business in the least detrimental manner for creditors and shareholders; collection of accounts receivable and payment of debts; sale of the corporate assets; preparation of the final financial statements; distribution of the proceeds, if any, among the shareholders, in proportion to their stock ownership.

Miscellaneous: The initial corporate capital is One hundred thousand Pesos divided into one hundred shares of One thousand Pesos each. The initial members of the board of directors are: Antonio Velasco Gomez - President; Ricardo Sanchez Lazo - Treasurer; Samuel Levy Pinto - Secretary. Mr. Arturo Martinez Martinez was appointed Auditor of the company. The members of the board, as well as the auditor, have made the required deposit of shares and bond to guarantee their performance. The Notary is authorized to prepare this document and issue a public instrument to be duly registered, in accordance with the law.

One of the transitory clauses stipulates that until the shareholders decide otherwise, the company shall be managed by two General Managers, to wit: Ricardo Sanchez Lazo and Samuel Levy Pinto.

The remaining pages of the document contain attestations from the Notary and the intervening parties to having complied with the various requirements of the Mexican laws for the incorporation of a new Mexican company. A detailed account of the pertinent information of each one of the shareholders and intervening parties is also contained herein, listing names, place and date of birth, civil status, identification document and other pertinent identification information.

Also attached is a permit issued by the General Office of Legal Affairs, granting a permit for the incorporation of this company, which is a requirement of the Mexican laws, as well as a copy of the form filed before the Service for Fiscal Administration, requesting registration in the taxpayer's registry of the country in favor of Dispersion y Control, S.A. de C.V., locate at Rio

Mississippi Street No. 48, 6th floor, in Mexico, D.F.

Attached is a document issued by Notary Public No. 24 of the Federal District in Mexico, recorded at Volume 811 under No. 26,429 on August 19, 2004 which contains the registration of a General Shareholders' Meeting of "DISPERSION Y CONTROL S.A. DE C.V.", a Mexican corporation.

The document contains a detailed description of the events which transpired during said shareholders' meeting of the company, from which we can summarize the following:

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
04 SEP 24 AM 8:04

[TRANSLATION]

POWER OF
ATTORNEY
COPY

Attached is a document issued by Notary Public No. 24 of the Federal District in Mexico, recorded at Volume 811 under No. 26,429 on August 19, 2004 which contains the registration of a General Shareholders' Meeting of "DISPERSION Y CONTROL S.A. DE C.V.", a Mexican corporation.

The document contains a detailed description of the events which transpired during said shareholders' meeting of the company, from which we can summarize the following:

The company is domiciled in the city of Mexico, Federal District. It has a duration of ninety nine years and a minimum corporate capital of one hundred thousand pesos with an unlimited maximum authorized capital.

Several sections of the original articles of incorporation of the company are transcribed herein, among those: Article Three, Article Twelfth, Article Fifteenth, Article Forty Ninth, and Transitional clause Second.

The Notary attests to the fact that having seen the original minutes from the shareholders' meeting of the company, he can attest that the requirements for quorum were complied with and that the following shareholders, owners of one hundred percent (100%) of the issued and outstanding shares were present and/or duly represented:

Promociones y Representaciones La Paz S.A. de C.V. represented by Master Ricardo Sanchez Lazo, owner of 50 shares
Mr. Antonio Velasco Gomez, owner of 50 shares

The Chairman of the meeting stated that the shareholders unanimously agreed to the following resolutions:

I - authorize the members of the board, Antonio Velasco Gomez, Ricardo Sanchez Lazo and Samuel Levi Pinto, to act individually in all matters regarding the administration of the company, except for matters of credit obligations, in which case the signature of two of the members is required.

II. The granting of general powers of attorney to Norman Muller Martinez, Pablo Antonio Velasco Sodi and Lorenzo Lebrija Corral, who shall act jointly or individually in matters of litigation, collections and administrative actions on behalf of the company. Some of the powers granted to the above representatives include, but are not limited to: all matters of litigation, arbitration,

negotiations, settlement, representation of the company before criminal, civil and administrative courts, representation before the Labor Ministry and the Office of Foreign Affairs. Messrs. Norman Muller Martinez and Pablo Antonio Velasco Sodi are also granted the authority to handle matters of credit obligation, as long as they act on them jointly. Mr. Lorenzo Lebrija Corral is authorized to individually handle matters of credit obligations, and to open checking accounts for the corporation abroad.

The shareholders appoint the individuals who shall jointly or individually ensure the registration of this document. The Notary then proceeds to attest to the fact that the document, containing the above-mentioned agreements, has been recorded in accordance with the law. The Notary also attests to having read the contents of the document to the intervening parties, agreed to it and signed it. Copies of the document were issued at the request of the interested parties on the nineteenth day of the month of August, two thousand and four.

[RUBBER STAMP]


(illegible signature)

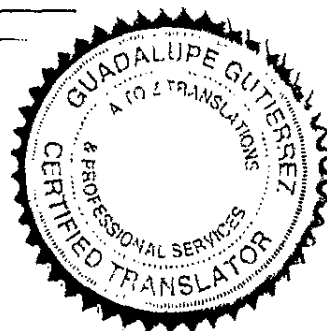
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

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Guadalupe Gutierrez



SWORN TO AND SUBSCRIBED BEFORE ME BY GUADALUPE GUTIERREZ, WHO IS
PERSONALLY KNOWN TO ME, THIS 8th DAY OF September, 2004.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Name: Maritza S. de Puzo
Commission No. DD 128775
Expires: August 27, 2006

