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LAW OFFICES
GARY R. SASLAW, P.A.
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SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
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E-MAIL: GSAX2@AOL.COM

November 18, 2004

VIA FEDEX

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassée, Florida 32314

Re: FBS Comerciales, Inc.

Gentlemen:

Please be advised that on October 8, 2003, F.B.S. Comerciales, Inc. was incorporated in the State of Florida. We now wish to dissolve the Florida corporation and register with the Florida Secretary of State, a corporation which was incorporated under the laws of Puerto Rico and uses the same name. In this regard, please find the following:

Dissolution of Florida Corporation:

1. Articles of Dissolution to dissolve the Florida corporation.

2. A check in the amount of \$35.00 made payable to the Secretary of State to cover the filing fee.

Registration of Foreign Corporation:

1. Two executed originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida.

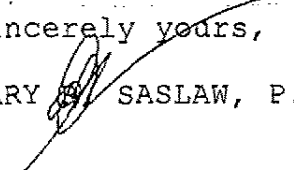
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2. Original Certificate of Existence for FBS Comerciales, Inc. dated August 13, 2004, along with a certified translation of the certificate.

3. A check in the amount of \$78.75 made payable to the Secretary of State to cover the registration fee and certified copy fee.

Please return the letter of acknowledgement and the certified copy of the Application by Foreign Corporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY  SASLAW, P.A.

Gary Saslaw

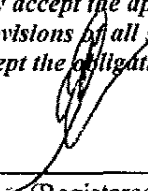
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Enclosures

Copy to: Mr. Eri Guzman

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH FLORIDA STATUTE §607.1503, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. FBS Comerciales, 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. Puerto Rico 3. 66-0589565
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/28/2000 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501, 607.1502, F.S., to determine penalty liability)
7. Capital Center Bldg., South Tower, Suite 805, Ave. Arterial Hostos #23, San Juan Puerto Rico 00918
(Principal office address)
P.O. Box 70106, San Juan, Puerto Rico 00936
(Current mailing address)
8. Any and all lawful business
(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: Gary R. Saslaw, Esq.
Office Address: 20801 Biscayne Blvd., Suite 304
Aventura, Florida 33180
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Director: Eri Guzman

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

Director: Edith Davila de Jesus

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

Director: Maria del Carmen de Jesus

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

A. OFFICERS

President: Eri Guzman

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

Vice President: Edith Davila de Jesus

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

Secretary: _____

Address: _____

Treasurer: Maria del Carmen de Jesus

Address: P.O. Box 70106, San Juan, Puerto Rico 00936

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

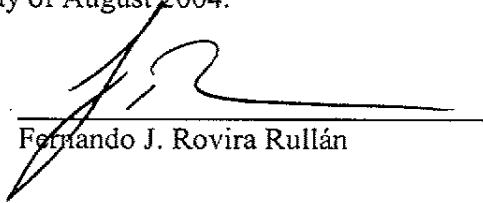
13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Eri Guzman, President
(Typed or printed name and capacity of person signing application)

CERTIFICATION

The undersigned, Fernando J. Rovira Rullán, of legal age, married, attorney and resident of San Juan, Puerto Rico, certifies and swears that the attached is a true and correct translation of the Certificate of Existence (the "Certificate") issued by the Department of State of Puerto Rico on August 13, 2004, with respect to FBS Comerciales, Inc., a Puerto Rico corporation organized on September 28, 2000 under Registration Number 115,799. A copy of the original Spanish version of the Certificate is also attached hereto.

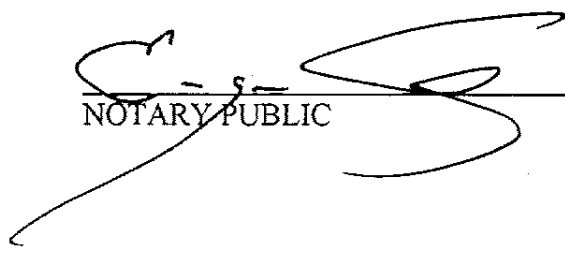
In San Juan, Puerto Rico this 20th day of August 2004.


Fernando J. Rovira Rullán

Affidavit No. 615

Sworn and subscribed before me by Fernando J. Rovira Rullán, of the above indicated personal circumstances and whom I personally know, in San Juan, Puerto Rico this 20th day of August 2004.




NOTARY PUBLIC

[SEAL]

**COMMONWEALTH OF PUERTO RICO
DEPARTMENT OF STATE
SAN JUAN, PUERTO RICO**

I, **LILLIAM NORAT DAVID**, Director, Corporations Registry of the Department of State of the Commonwealth of Puerto Rico.

CERTIFY: That according to our archives, **FBS COMERCIALES, INC.**, registration number, **115,799** is a for profit corporation organized under the laws of Puerto Rico on September 28, 2000 at 12:00p.m.

This certification does not imply that this corporation has complied with the requirement of filing annual reports contained in Article 15.01 of the General Corporations Law. If you are interested in knowing if this corporation has filed reports, you should request a Good Standing Certificate.

IN WITNESS WHEREHOF, I execute the present and stamp on it the Great Seal of the Commonwealth of Puerto Rico, in the City of San Juan, Puerto Rico, this 13th day of August two thousand four.

[SIGNED]

Lilliam Norat David
Director
Corporations Registry

2005002596
LDN/rsr



**ESTADO LIBRE ASOCIADO DE PUERTO RICO
DEPARTAMENTO DE ESTADO
SAN JUAN, PUERTO RICO**

Yo, **LILLIAM NORAT DAVID**, Directora, Registro de Corporaciones del Departamento de Estado del Estado Libre Asociado de Puerto Rico.

CERTIFICO: Que de acuerdo con nuestros archivos, **FBS COMERCIALES, INC.**, número de registro, **115,799** es una corporación con fines de lucro organizada bajo las leyes de **Puerto Rico** el **28 de septiembre de 2000 a las 12:00 p.m.**

Esta certificación no implica que esta corporación ha cumplido con el requisito de radicar informes anuales contenidos en el Artículo 15.01 de la Ley General de Corporaciones. Si usted interesa saber si esta corporación ha rendido informes, deberá solicitar una Certificación de Cumplimiento ("Good Standing").

EN TESTIMONIO DE LO CUAL , firmo la presente y hago estampar en ella el Gran Sello del Estado Libre Asociado de Puerto Rico, en la Ciudad de San Juan, hoy **13 de agosto de dos mil cuatro**.

Lilliam Norat David
Directora
Registro de Corporaciones

2005002596
LND/rsr