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JB
3-15-05

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WBS CAPITAL, LTD. COMPANY

(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:

PEDRO G. MENOCAL or ROBERT B. MACAULAY

(Name of Person)

ADORNO & YOSS, LLP

(Firm/Company)

2525 PONCE DE LEON BLVD. SUITE 400

(Address)

MIAMI, FL 33134

(City/State and Zip code)

For further information concerning this matter, please call:

PEDRO MENOCAL or R. MACAULAY at (305) 460-1000

(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

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05 APR 15 PM 2:08
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2005

PEDRO G. MENOCAL
ADORNO & YOSS, LLP
2525 PONCE DE LEON BLVD, STE 400
MIAMI, FL 33134

SUBJECT: WBS CAPITAL, LTD. COMPANY
Ref. Number: W05000012801

We have received your document for WBS CAPITAL, LTD. COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 705A00016952

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TALLAHASSEE, 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. WBS CAPITAL, LTD. COMPANY

(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. DELAWARE

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. MAY 11, 2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2711 CENTERVILLE ROAD, SUITE 400, WILMINGTON, DE 19808

(Principal office address)

c/o ATT: ROBERT MACAULAY, 2525 PONCE DE LEON, SUITE 400, CORAL GABLES, FL 33134.

(Current mailing address)

8. ANY LAWFUL PURPOSE.

(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: PEDRO G. MENOCAL

Office Address: 2525 PONCE DE LEON BLVD., SUITE 400

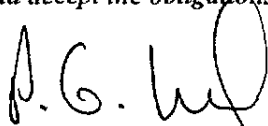
CORAL GABLES, Florida 33134

(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:

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05 MAR 15 PM 2:08
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: LEANDRO DEPONTES

Address: c/o ROBERT MACAULAY, ADORNO & YOSS, LLP, 2525 PONCE DE LEON, SUITE 400
CORAL GABLES, FLORIDA 33134

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: LEANDRO DEPONTES

Address: c/o ROBERT MACAULAY, ADORNO & YOSS, LLP, 2525 PONCE DE LEON, SUITE 400
CORAL GABLES, FLORIDA 33134

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: LOURDES DEL CASTILHO

Address: 700 S ROYAL POINCIANA BLVD. SUITE 1000, MIAMI SPRINGS FL

33166

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. _____

LOURDES DEL CASTILHO

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

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

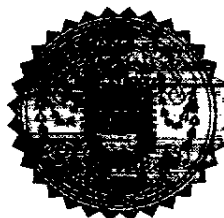
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WBS CAPITAL LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WBS CAPITAL LTD." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3762093 8300

050188350

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3722965

DATE: 03-04-05