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2005 MAR 25 P 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

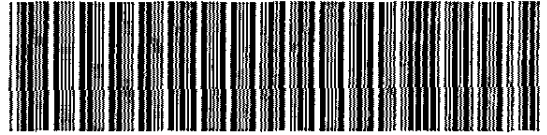
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TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

2005 MAR 25 P 2: 08

SUBJECT: Benington Properties, Ltd., Inc.
(Name of corporation - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Nicolás J. Gutiérrez, Jr., Esq.
(Name of Person)

Borgognoni, Gutiérrez & Arza, LLP
(Firm/Company)

2665 South Bayshore Drive, Suite 701
(Address)

Miami, Florida 33133
(City/State and Zip code)

For further information concerning this matter, please call:

Lucy Morris at (305) 860-2060
(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Benington Properties, Ltd., 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. British Virgin Islands

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

3. 98-0395442

(FEI number, if applicable)

4. 13 May 2002

(Date of incorporation)

5. perpetual

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

6. May 2002

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

7. 2665 South Bayshore Drive, Suite 701, Miami, Florida 33133

(Principal office address)

2665 South Bayshore Drive, Suite 701, Miami, Florida 33133

(Current mailing address)

8. engage in any act or activity not prohibited under any law

(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: Nicolás J. Gutiérrez, Jr., Esq.

Office Address: 2665 South Bayshore Dr, Suite 701

Miami, Florida 33133

(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.

Nicolás J. Gutiérrez, Jr. (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: Maria Elena Sucre Miguez

Address: Urb. Obarrio, Ave. Samuel Lewis y Calle 58, Torre ADR, Oficina 800 D
Panama

Vice Chairman: _____

Address: _____

Director: Mariela De Cristi

Address: Urb. Obarrio, Ave. Samuel Lewis y Calle 58, Torre ADR, Oficina 800 D
Panama

Director: Eligio Rodriguez

Address: Urb. Obarrio, Ave. Samuel Lewis y Calle 58, Torre ADR, Oficina 800 D
Panama

B. OFFICERS

President: Maria Elena Sucre Miguez

Address: Urb. Obarrio, Ave. Samuel Lewis y Calle 58, Torre ADR, Oficina 800 D
Panama

Vice President: _____

Address: _____

Secretary: Nicolás J. Gutiérrez, Jr., Esq.

Address: 2665 South Bayshore Drive, Suite 701, Miami, Florida 33133

Treasurer: Eligio Rodriguez

Address: Urb. Obarrio, Ave. Samuel Lewis y Calle 58, Torre ADR, Oficina 800 D, Panama

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. _____

NICOLAS J. GUTIERREZ, SECRETARY

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

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2005 MAR 25 P 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **BENINGTON PROPERTIES LTD.**
Certificate of Good Standing

FILED

2005 MAR 25 P 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APOSTILLE

(Convention de La Haye Du 5 Octobre 1961)

1. Country: British Virgin Islands

This public document

2. has been signed by: Mrs. Selese Forbes-Fahie
3. acting in the capacity of: Assistant Registrar of Corporate Affairs
4. bears the seal/stamp of: Registrar of Corporate Affairs

CERTIFIED

5. at: Road Town 6. the: 8th March, 2005

7. by: **Deputy Registrar / High Court**

8. No. H-29094.05

9. Seal/Stamp:

Signature



Selese Forbes-Fahie

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING (Section 114)

No. 495506

BENNINGTON PROPERTIES LTD

The Registrar of Corporate Affairs of the British Virgin Islands

HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap. 291) on the 13th day of May, 2002 as Company No. 495506 of the register of International Business Companies.
2. The name of the company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 1st day of March, 2005.


REGISTRAR OF CORPORATE AFFAIRS

CRT/004Z