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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pridesa America Corporation
(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:

Larry W. Bilby, Managing Director

(Name of Person)

American Express Tax & Business Services Inc.

(Firm/Company)

3109 W. ML King Blvd, Ste 111

(Address)

Tampa, FL 33607

(City/State and Zip code)

For further information concerning this matter, please call:

Larry W. Bilby

(Name of Person)

at (813) 872-2612

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

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. Pridesa America Corporation
(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 3. 20-1867605
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-13-2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1-15-2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3109 W. ML King Blvd, Ste 111, Tampa, FL 33607
(Principal office address)

3109 W. ML King Blvd, Ste 111, Tampa, FL 33607
(Current mailing address)

8. Desalination/consulting
(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: SPIEGEL & UTRERA, P.A.

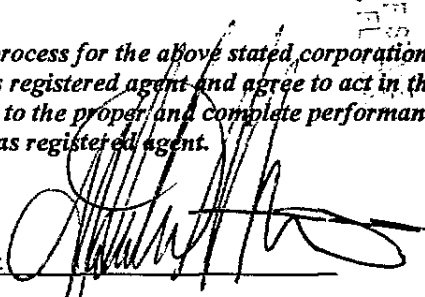
Office Address: 1840 SW 22nd Street, 4th Floor

Miami, Florida 33145
(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.

By: Natalia Utrera, Vice-President
(Registered agent's signature)



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TALLAHASSEE, FL

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: LUIS CASTILLA Luis Castilla
C/ Ramon Rubial, 2
Address: 48950 Erandio Spain

Vice Chairman: STEVEN WALKER Steven Walker
Address: C/ Ramon Rubial, 2
48950 Erandio Spain

Director: CARLOS ARILLA Carlos Arilla
Address: C/ Ramon Rubial, 2
48950 Erandio Spain

Director: JEREMY HUGHES Jeremy Hughes
Address: C/ Ramon Rubial, 2
48950 Erandio Spain

B. OFFICERS

President: LUIS CASTILLA Luis Castilla
Address: C/ Ramon Rubial 2
48950 Erandio Spain

Vice President: _____
Address: _____

Secretary: INIJO LOMAS Inijo Lomas
Address: C/ Ramon Rubial, 2 48950 Erandio Spain

Treasurer: CARLOS ARILLA Carlos Arilla
Address: C/ Ramon Rubial, 2
48950 Erandio Spain

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ALABAMA

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

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

14. Carlos Arilla
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIDESA AMERICA CORPORATION" 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 FOURTEENTH DAY OF MARCH, A.D. 2005.

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3740561

DATE: 03-14-05

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