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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

diverol s.a corp.

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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. OVERO, S.A. CORP.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"LTD.," "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. PANAMA 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. APRIL 29, 2005 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON REGISTRATION
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. CALLE 80, PLAZA CREDITCORP, PISO 6-04, EL DORADO, PANAMA, REPUBLICA DE PANAMA
(Principal office address)

520 BRICKELL KEY DRIVE, SUITE 0-305, MIAMI, FL 33131
(Current mailing address)
8. Any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.
(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: TRANSGLOBAL CORPORATE ADMINISTRATION, LLC.

Office Address: 520 BRICKELL KEY DRIVE, SUITE 0-305
MIAMI, Florida 33131
(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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A. DIRECTORS

Director: MARIO FONSECA LOPEZ

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

EL DORADO, PANAMA, REPUBLICA DE PANAMA

Director: JOSE DEL CARMEN ESPINO

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

EL DORADO, PANAMA, REPUBLICA DE PANAMA

Director: MARIO FONSECA IMENDIA

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

EL DORADO, PANAMA, REPUBLICA DE PANAMA

Director: _____

Address: _____

B. OFFICERS

President: MARIO FONSECA LOPEZ

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

Vice President: _____

Address: _____

Secretary: JOSE DEL CARMEN ESPINO

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

Treasurer: MARIO FONSECA IMENDIA

Address: CALLE 50, PLAZA CREDICORP, PISO 5-04

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

13. X

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

14. PIERO CHIAYGONE, ATTORNEY-IN-FACT

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

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TALLAHASSEE, FLORIDA

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REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA No. 0044403

COM. VISTA A LA SOLICITUD 830039

QUE LA SOCIEDAD

DIVERSO, S.A.
SE ENCUENTRA REGISTRADA LA FICHA 483144 ODS. 110038.
DESDE EL VEINTINUEVE DE ABRIL DE DOS MIL CINCO
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:
1. MARIO FONSECA LOPEZ
2. JOSE DEL CARMEN ESPINO

QUE SUS DIRECTORES SON:
1. MARIO FONSECA LOPEZ
2. JOSE DEL CARMEN ESPINO
3. MARIO FONSECA LAMENDIA

QUE SUS DICATARIOS SON:
PRESIDENTE MARIO FONSECA LOPEZ
TESORERO MARIO FONSECA LAMENDIA
SECRETARIO JOSE DEL CARMEN ESPINO

QUE LA REPRESENTACION LEGAL LA EJERCERA:
EL PRESIDENTE

QUE SU AGENCIA RESIDENTE ES: FONSECA Y ASOCIADOS

ACCIONES SIN VALOR NOMINAL

DETALLE DEL CAPITAL:
EL CAPITAL DE LA SOCIEDAD CONSTARA DE QUINIENTAS ACCIONES SIN VALOR
NOMINAL, QUE PODRAN SER AL PORTADOR.
QUE SU DURACION ES PERPETUA
QUE SU DOMICILIO ES PANAMA
QUE NO CONSTA PODER INSCRITO

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA, EL DIEZ DE JUNIO
DEL DOS MIL CINCO A LAS 04:05:18 P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS

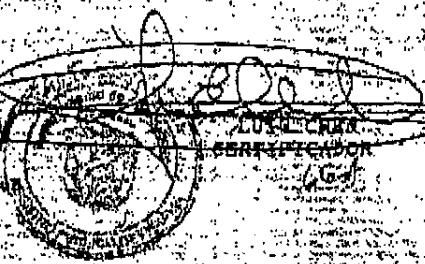
POR UN VALOR DE B/. 10.00

COMPROBANTE NO. 830039

NO. CERTIFICADO: 2. ANONIMA 86388

FECHA: VIGENTE 10 JUNIO DE 2005

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APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. En Panamá el presente documento público
2. ha sido firmado por LUIS CHEN
3. quien actúa en calidad de JEFE DEL DEPARTAMENTO DE CERTIFICADO
4. y está revestido del sello / timbre de REGISTRO PUBLICO DE PANAMA

CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 13/06/2005
7. DEPARTAMENTO DE LEGALIZACIONES Y AUTENTICACIONES
8. el número 39365 / #Rec.: 66-A AP



Mc. Ernesto Lozano Lopez
JEFE DE AUTENTICACION
Y LEGALIZACION
MINISTERIO DE RELACIONES
EXTERIORES

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