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2005 AUG -3 P 2:02
SECRETARY OF STATE
TALLAHASSEE, FL

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EMBI-VAD CORP.

(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:

ALVARO CASTILLO B., P.A.

(Name of Person)

CASTILLO & ASSOCIATES

(Firm/Company)

1390 BRICKELL AVENUE, SUITE 200

(Address)

MIAMI, FLORIDA 33131

(City/State and Zip code)

For further information concerning this matter, please call:

ALVARO CASTILLO

(Name of Person)

at (305) 371-5540

(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

2005 MAR -3 P 2:02

0011 0010

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. EMBI-VAD CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

EMBI-VAD CORPORATION

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. FLORIDA

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

3. _____

(FEI number, if applicable)

4. MARCH 9, 2005

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1390 BRICKELL AVENUE, SUITE 200, MIAMI, FLORIDA 33131

(Principal office address)

1390 BRICKELL AVENUE, SUITE 200, MIAMI, FLORIDA 33131

(Current mailing address)

8. FINANCIAL INVESTMENTS

(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: ALVARO CASTILLO B., P.A.

Office Address: 1390 BRICKELL AVENUE, SUITE 200

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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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MIGUEL C. BAGUEAR

Address: 1390 BRICKELL AVENUE, SUITE 200

MIAMI, FLORIDA 33131

Director: _____

Address: _____

B. OFFICERS

President: MIGUEL C. BAGUEAR

Address: 1390 BRICKELL AVENUE, SUITE 200

MIAMI, FLORIDA 33131

Vice President: _____

Address: _____

Secretary: MARIA FERNANDA CIRUZZI

Address: 1390 BRICKELL AVENUE, SUITE 200, MIAMI, FL 33131

Treasurer: GABRIELA ALEJANDRA FERRER

Address: 1390 BRICKELL AVENUE, SUITE 200, MIAMI, FL 33131

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. MIGUEL C. BAGUEAR

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA

No. 0096412

PAG. 1
// YASU //

C E R T I F I C A

CON VISTA A LA SOLICITUD 921744

QUE LA SOCIEDAD:

EMBI-VAD CORP.
SE ENCUENTRA REGISTRADA LA FICHA 478345 DOC. 746104 DESDE EL
DIEZ DE MARZO DE DOS MIL CINCO
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:

- (1) ROSA MARI MOLINO
- (2) ROLANDO ANIBAL GUEVARA ALVARADO

QUE SUS DIRECTORES SON:

- 1) MIGUEL C. BAGUEAR
- 2) MARIA FERNANDA CIRUZZI
- 3) GABRIELA ALEJANDRA FERRERI

QUE SUS DIGNATARIOS SON:

PRESIDENTE : MIGUEL C. BAGUEAR
TESORERO : GABRIELA ALEJANDRA FERRERI
SECRETARIO : MARIA FERNANDA CIRUZZI

QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE Y EN SU AUSENCIA LO SERA EL TESORERO O CUALQUIER
PERSONA QUE DESIGNE LA JUNTA DIRECTIVA.

QUE SU AGENTE RESIDENTE ES: ROSAS Y ROSAS

QUE SU CAPITAL ES DE *****10,000.00 DOLARES AMERICANOS.

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA, EL VEINTIUNO DE JULIO
DEL DOS MIL CINCO A LAS 07:07:59, P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS

POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 921744

NO. CERTIFICADO: S. ANONIMA - 879637

FECHA: Jueves 21, Julio de 2005

// YASU //



LUIS CHEN
CERTIFICADOR

2005 JUL -3 P 2:02
SECRETARIA OFICINA
TALIA SESTRECHINO

FILED

TRANSLATION
REPUBLIC OF PANAMA
PANAMA PUBLIC REGISTRY

No.0096412

PAG. 1

//YASU //

CERTIFIES:
BY VIRTUE OF REQUEST -921744-
THAT THE CORPORATION: -----

EMBI-VAD CORP.

Is duly recorded at Microjacket: 478545 Doc: 745104 as of March tenth, two thousand five.

THAT the corporation is in good standing.

THAT its subscribers are:

1. ROSA MARI MOLINO
2. ROLANDO ANIBAL GUEVARA ALVARADO

THAT its directors are:

- 1- MIGUEL C. BAGUEAR
- 2- MARIA FERNANDA CIRUZZI
- 3- GABRIELA ALEJANDRA FERRERI

THAT its officers are:

PRESIDENT	-	MIGUEL C. BAGUEAR
TREASURER	-	GABRIELA ALEJANDRA FERRERI
SECRETARY	-	MARIA FERNANDA CIRUZZI

THAT the Legal Representation will be exercised by:

The President, and in his absence, shall be the Treasurer or any other person designated by the Board of Directors.

THAT its Resident Agent is ROSAS & ROSAS

THAT the authorized capital is *****US\$10,000.00 legal currency of the United States of America.

THAT its duration is perpetual.

THAT its domicile is Panama.

Issued and signed in the Province of Panama on the twenty first day of July two thousand five at 07:07:59, p.m.

NOTE: This certificate paid the revenue

Stamps for the sum of B/. 30.00

Voucher No. 921744

Certificate Number: Corporation - 679637

Date: Thursday, July 21st, 2005

Signed Illegible

LUIS CHEN

Attesting Officer

// YASU //

SEAL ---- REPUBLIC OF PANAMA --- PANAMA PUBLIC REGISTRY --- CERTIFICATES DEPARTMENT

This is an official English translation of the original document written in Spanish. -- Panama, July 22nd, 2005.

Sandra Vásquez
SANDRA VÁSQUEZ
ID: 8-300-156
Certified Public Translator
Spanish-English-Spanish
Resolution No. 222-IP-20

