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(Address)

(Address)

(City/State/Zip/Phone #)

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2005 AUG 11 PM 2:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W05-36136  
J. BRYAN AUG - 1 2005

J. BRYAN

AUG 11 2005

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GRACE HOLDINGS INTERNATIONAL S.A.  
(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:

MUNIR MOURRA  
(Name of Person)  
GRACE HOLDINGS INTERNATIONAL S.A.  
(Firm/Company)  
2199 NW SOUTH RIVER DR.  
(Address)  
MIAMI, FLORIDA 33125  
(City/State and Zip code)

For further information concerning this matter, please call:

MUNIR MOURRA at ( 305 ) 635-4499  
(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

2005 AUG 11 PM 2: 61  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
RECEIVED



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 1, 2005

MUNIR MOURRA  
GRACE HOLDINGS INTERNATIONAL S.A.  
2199 NW SOUTH RIVER DR.  
MIAMI, FL 33125

SUBJECT: GRACE HOLDINGS INTERNATIONAL S.A.  
Ref. Number: W05000036136

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TALLAHASSEE, FLORIDA

We have received your document for GRACE HOLDINGS INTERNATIONAL S.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 205A00049546

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. GRACE HOLDINGS INTERNATIONAL S.A. 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. PANAMA 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/05/2005 5. \_\_\_\_\_  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2199 NW 5. RIVER DRIVE  
(Principal office address)  
Miami FL 33125  
(Current mailing address)

8. MANAGEMENT  
(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: Eddy Mourra

Office Address: 7080 NW 177 St. #200

Miami, Florida 33015  
(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.

Eddy Mourra  
(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

President: MUNIR MOURRA (ATTORNEY IN FACT)

Address: 2199 NW S. River Dr

Miami FL 33125

Vice President: SAME

Address: \_\_\_\_\_

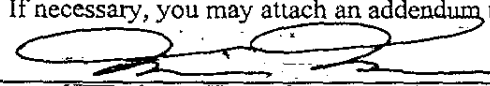
Secretary: SAME

Address: \_\_\_\_\_

Treasurer: SAME

Address: \_\_\_\_\_

**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. MUNIR MOURRA ATTORNEY IN FACT

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

internacionales.----- **TRIGESIMATERCERA:** - Se autoriza a la firma forense PITY Y ASOCIADOS, con oficinas en la Calle 40 (cuarenta) Este, Bella Vista, Panamá, para protocolizar e inscribir el presente pacto social. -----

**EN FE DE LO CUAL**, hemos extendido este **CERTIFICADO DE CONSTITUCION**, en la Ciudad de Panamá, al quinto (5) día del mes de mayo del año dos mil cinco (2005. (FDOS.) **CARLOS CEDEÑO** ----- **MILANTHIA DE YCAZA**. -----

----- **VERSION EN INGLES** -----

----- **ENGLISH VERSION** -----

**ARTICLES OF INCORPORATION of the CORPORATION DENOMINATED "GRACE HOLDINGS INTERNATIONAL, S. A."** -----

The undersigned, **CARLOS CEDEÑO**, male, Panamanian, of age, married, clerk, neighbor of this city, bearer of the Personal Identity Card number 7-91-1784; and **MILANTHIA DE YCAZA**, female, Panamanian, of age, single, lawyer, neighbor of this city, bearer of Identity Card No. 8-728-1388, neighbor of this city, with the purpose of constituting a corporation pursuant with the clauses of Corporation Law of the Republic of Panama, agree and constitute the following Articles of Incorporation under the following clauses. - - - **FIRST:** The name of the corporation is **GRACE HOLDINGS INTERNATIONAL, S. A.** - - - **SECOND:** The general purposes of the corporation are to act as a shipping company with faculties that include but are not limited to the power to act as principals, operators, agents and/or brokers, exercising all actions and conducting all businesses relating to said capacity in accordance to local and international uses and customs; act as representative of shipowners or charterers or any other third party; buy, sell, lease, mortgage, pledge, invest in or in any other manner acquire, cause to lien, or transfer title of all class of real and chattel goods, vessels of any kind, size or type, real or personal rights and credit instrument; obtain and issue money via loans, with or without collateral; open bank accounts, celebrate, extend, comply and realize al manner of contracts; bond, co-sign or in any manner guarantee the celebration and compliance of all types of obligations; issue and substitute powers of attorney with general or special faculties; dedicate itself to any other licit activity, even though it may not have any relationship to those listed in this clause and carry out any of the preceding acts in the

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R. J. C. E. PANAMA  
-6.5.05  
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REPUBLICA DE PANAMA  
PAPEL NOTARIAL



NOTARIA SEGUNDA DEL CIRCUITO DE PANAMA

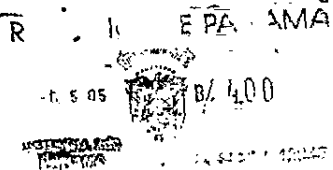
condition of principal or in any representative condition, whichever it may be; establish branches, agencies and representative offices in any city of the Republic of Panama or Worldwide. The Corporation may also dedicate itself to carry out all acts, contracts, operations, businesses or transactions allowed by Panamanian Law to corporations, as well as guaranteeing obligations acquired by third parties as principals. - - - THIRD: The Corporation's authorized capital stock will be constituted by two hundred (200) shares without nominal value, which will constitute the total amount of shares that the corporation may issue. The authorized capital stock will be equal at a minimum to total sum represented by the nominal value shares, plus the value that the corporations receives for the issuance of the shares without nominal value, and the sums that from time to time may be incorporated to the capital stock in accordance with resolution or resolutions of the Board of Directors. - - - FOURTH: The share certificates will be issued to the name of the owner or to bearer, exchangeable one for the other, according to the free will of the owner. - - - FIFTH: - - All the shares have the same rights and privileges and each share will have the right of one (1) vote at all share holders meetings. - SIXTH: Without prejudice to the by-laws of the corporation, the share certificates will be signed jointly by the President and the Treasurer of the Corporation. - - SEVENTH: In every new issuance of shares, the shareholders will have the preferential right to subscribe the shares to be issued, in proportion to the shares they own at that time. - - EIGHT: - The Stock Register and all other books required by Panamanian Law shall be kept in the Republic of Panama, or at any other place which the by-laws of the Corporation may in the future determine. - - NINTH: - - Unless the Board of Director decides otherwise, the domicile of the corporation will be in the city of Panama, Republic of Panama. - - TENTH: - - The corporation will have perpetual duration, but can be dissolved at any time by decision of the shareholders of the totality of the shares with voting rights, or as allowed by Panamanian Law. - - ELEVENTH: - - The General Shareholders Meetings or Assemblies, by the ordinary or extraordinary, will be conducted in the Republic of Panama, unless the Board of Directors decrees they be held elsewhere. - - TWELFTH: - - In every meeting of the General Shareholders Board, the shareholders may make themselves present and vote by legal representatives or by proxies named in public or

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CORPORATIONS  
ALABAMA, FLORIDA

private documents, with or without power of substitution. - - THIRTEENTH: - - The General Shareholders Board constitutes the Supreme Power of the corporation, but in no case may the majority vote deprive the shareholders of their acquired rights, or impose upon them a resolution contrary to the Articles of Incorporation, to the by-laws, or the Law. - FOURTEENTH: - - The Board of Directors will be composed by two (2) to five (5) members. - - FIFTEENTH: - - The Board of Directors will designate the number and will elect the dignitaries of the corporation. - - SIXTEENTH: - - The same person may occupy two or more positions of the Board of Directors. - - SEVENTEENTH: - - The directors and dignitaries will execute their functions until replaced from their positions. - - EIGHTEENTH: - - In case of vacancies in the Board of Directors, the Board may choose the person who should fill the vacancy, and may also designate new directors until it complies with the total number established in these Articles of Incorporation. - - NINETEENTH: - - The directors may be removed from their positions without any process, by the vote of the majority of the stockholders in a General Shareholders Board convened specially for that purpose and to which the directors to removed must be cited to appear, guaranteeing them the right to defend themselves, according to Panamanian Law, under the penalty of invalidation of the act of removal. - - TWENTIETH: - - To be director or dignitary it is not necessary to be a shareholder of the corporation. - - - TWENTY FIRST: - - The Board of Directors may adopt, alter, reform, and revoke the by-laws of the corporation. - - - TWENTY SECOND: - - The Board of Directors may designate and substitute the dignitaries of the corporation and adopt all measures that it considers convenient for the proper performance of the corporation, with the formalities established in the above clause nineteen. - - - TWENTY THIRD: - - The powers of the corporation will be exercised by the Board of Directors, except for those assigned or reserved by Law or the Articles of Incorporation, to the shareholders. - - - TWENTY FOURTH: - - In the meetings of the Board of Directors, any of its members can be represented and vote by proxy held by an attorney in fact, who does not have to be a director nor shareholder, and who will be designated in writing, in public or private document, with or without the power of substitution, with or without any limitation. - - - TWENTY FIFTH: - - The first directors of the corporation are: **CARLOS CEDEÑO**, male,

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ALABAMA, FLORIDA





REPUBLICA DE PANAMA  
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NOTARIA SEGUNDA DEL CIRCUITO DE PANAMA

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NOTARY PUBLIC  
BALLANTRAE, FLORIDA

Panamanian, of age, married, clerk, neighbor of this city, bearer of the Personal Identity Card number 7-91-1784; **PEDRO LUIS PRADOS VILLAR**, male, Panamanian, of age, single, attorney-at-law, bearer of the personal Identity Card number 8-332-166, neighbor of this city, and **MILANTHIA DE YCAZA**, female, Panamanian, of age, single, lawyer, neighbor of this city, bearer of Identity Card No. 8-728-1388, neighbor of this city, all of them domiciled at 40 Street number 4-59, Panama City, Republic of Panama. - - -

**TWENTY SIXTH:** - - The dignitaries of the corporation will be: a President, Treasurer, a Secretary and a Voter, who will be chosen by the Board of Directors, or in their defect, by the General Shareholders Board. The corporation may also have any other dignitaries, agents or employees that the Board of Directors deems convenient. - - - **TWENTY**

**SEVENTH:** - - The first dignitaries of the corporation will be the following persons: - - - -

**PRESIDENT:** - - - - - **CARLOS CEDEÑO**

**TREASURER** - - - - - **MILANTHIA DE YCAZA**

**SECRETARY:** - - - - - **CARLOS CEDEÑO**

**VOTER:** - - - - - **PEDRO LUIS PRADOS VILLAR**

- - - **TWENTY EIGHTH:** No contract or other transaction between the corporation and any other corporation will be affected or invalidated by the fact that any director or dignitary of this corporation may be a director, dignitary or shareholder of the other corporation; and any director or dignitary, individually or jointly, may be party to or have interest in any contract, business or transaction of this corporation. - - - **TWENTY**

**NINTH:** - - The Resident Agent of the corporation in the Republic of Panama is the law firm of **PITTY Y ASOCIADOS**, attorneys at law, with offices in Bella Vista, 40<sup>th</sup> (fortieth) Street East, house number 4 - 59 (four - fifty nine), Bella Vista, city of Panama. - - -

**THIRTY:** - - The President or in his absence, any person designated by the Board of Directors or by the General Shareholders Board, will have the legal representation of the corporation. - - - **THIRTY FIRST:** - - Each one of the subscribers of these Articles of

Incorporation agreees to subscribe one share. - - - **THIRTY SECOND:** - - - A **General Power of Attorney at large** is granted to **MUNIR MOURRA**, bearer of Florida Driver License number M600-550-65-111-0, domiciled at 19407 NW 13 Street, Pembroke Pines, Florida 33029, U.S.A.: - - 1). - To act in name and on behalf of the Corporation world-

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TALLAHASSEE, FLORIDA

wide, to all extents and capacities, as to enable them to operate it, manage all its business without previous reference to any person, carrying out the purposes of the Corporation, with the power and authority to manage, direct and administer the business of the Corporation and do everything deemed necessary or incidental thereto, judicial, extrajudicial or otherwise; in Panama and world-wide. - - - 2). - To handle the banking accounts of the corporation, whichever they where, in any part of the world; open banking accounts in the name of the corporation in whichever banks, financial firms or institutions of any country whatsoever, make deposits or withdraw the ones that exist in the name of the corporation and determine the number and the identity of the persons that may draw checks or make withdrawals of funds from said accounts; sign checks, discount negotiable documents and execute all banking operations allowed by the laws or by practices; draw and hand checks, bills of exchange and other orders for the payment of funds existent in deposits or accounts to other deposits or accounts of the corporation or of third parties; request, settle, close and claim challenged accounts, as the case may be, or accepting the result of the same. - - - 3). To accept and pay drafts, bills of exchange or any orders of payment that are discharged at any time whatsoever against the corporation. - - - - - 4).- To endorse, negotiate, discount, secure, intervene and hand for the deposit or for the collection, any check, drafts, promissory notes, certificates and deposit securities and other orders or instruments whatsoever, for the payment of money and to receive the result of said documents. - - - - 5).- To give and take money in loan, advance or other forms of credit of any bank, firm, financial or credit institution, corporation, natural or corporate persons, at any time whatsoever and with any conditions, terms or interests whatsoever, in order to secure the payment or compliance of own obligations of the corporation or of third natural or corporate parties, including pledges with or without the transfer of possession, mortgages, transfers, endorsements, delivery of values, shares, bonds, rights, interests, signature and subscription of security documents; grant and deliver promissory notes, bonds, acceptances, pledge or mortgage agreements, or other obligations and accept the corresponding receipts. - - - 6).- To request, collect and claims sums of money, debts, balances, interests, dividends, goods, effects, assets or real estate and the compliance

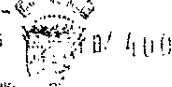
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R E P A B L I C A P A N A M A

## REPUBLICA DE PANAMA

PAPEL NOTARIAL

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## NOTARIA SEGUNDA DEL CIRCUITO DE PANAMA

of any obligations whatsoever. - - - 7).- To give and take the leasing of chattel or real estate- - - 8).- To purchase, sell, barter, pledge, mortgage in any way whatsoever, by onerous or gratuitous title, transfer and transmit and acquire all types of assets; enter into, comply and demand the compliance of all types of contracts and agreements in the terms, conditions and way, including in the purchases and liens the empowered party deems convenient, involving whatever assets to which they refer to, including bonds, certificates, values and commercial effects. - - - 9).- To open, lease and use security and deposit boxes in banking institutions or in any other premises of natural or corporate persons covenanting its use, execution and withdrawal of deposits in said boxes and the opening and closing of the same, with the broadest liberty of faculties and conditions. - - - 10).- To grant as many documents as may be necessary or convenient to the business of the corporation according to his criteria; pay accounts, expenses, taxes, hire personnel and approval and decide their retributions. - - - 11).- To register documents and comply with all types of formalities in any country of the world and before any authorities whatsoever. - - - 12).- To execute all types of actions, claims or proceedings in all their instances and resources, ordinary or extraordinary, before and authorities and jurisdictions whatsoever and against any natural, corporate, public or private persons, in all the countries of the world; answer the actions and claims that are addressed against the corporation; request and practice requirements, diligence and evidence of all types whatsoever, including the judicial and extra-judicial confession, under oath or without it; consent, settle, desist and submit to arbitrator and in general, execute as many actions as he may deem necessary or convenient for the defense of the interests of the corporation, including, granting special and/or general powers of attorney for proceedings in favor of attorneys-at-law, representatives or third parties. - - - 13).- To represent the corporation in any meeting or assembly of partners or shareholders of any corporations, meeting of the board of creditors and similar meetings. - - - 14).- To delegate this power of attorney in a partial or total manner, by means of substitution, to other natural or corporate persons and revoke it and reassume the exercise of this power of attorney. - - - 15).- To represent the corporation in general, with the broadest amplitude, at any time, country or circumstance whatsoever. The corporation ratifies and confirms by

the foregoing document all that the general attorney executes in its name, using the foregoing power of attorney. -----

**All faculties** enunciated in the preceding Power of Attorney are granted under the understanding that the empowered will not use all, some or each one of those faculties individually in any form or for any purpose prohibited by or contrary to regulations established by present or future Panamanian legislation, or in any stipulation pertaining to the matter contained in any Treaty, Convention or other document signed or agreed by the Republic of Panama with third countries, or with or as a part of an international organization or international organism. - - - **THYRTY THIRD:** - - The law firm **PITTY Y ASOCIADOS**, with offices at 40<sup>th</sup> (fortieth) Street East, house number 4 - 59 (four - fifty nine), Bella Vista, city of Panama., is authorized to protocolize and record the present Articles of Incorporation. -----

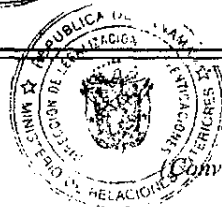
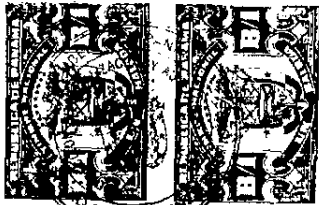
**IN VIRTUE OF THIS**, we have extended this **CERTIFICATE OF INCORPORATION**, in the city of Panama, on the fifth (5<sup>th</sup>) day of May of the year two thousand five (2005). - - - (Signed.) **CARLOS CEDEÑO - MILANTHIA DE YCAZA**. -----

**MINUTA** refrendada por la firma forense **PITTY Y ASOCIADOS** y suscrita por el Licenciado Nander Pitty Velásquez, abogado en ejercicio, portador de la cédula de identidad personal número 4-48-58 (cuatro - cuarenta y ocho - cincuenta y ocho). - - -

**ADVERTI** al compareciente que una copia de esta Escritura debe ser inscrita en el Registro Público; y leída como le fue en presencia de los testigos instrumentales; **ALEXI GUERRA MORALES**, portador de la cédula de identidad personal número cuatro-ciento setenta y cinco-ciento setenta y dos (4-175-172) y **ZORAIDA DE VERGARA**, portadora de la cédula de identidad personal número ocho-ciento treinta y siete-trescientos uno (8-137-301), ambos mayores de edad, panameños, vecinos de esta ciudad, a quienes conozco y son hábiles para ejercer el cargo, la encontré conforme, le impartí su aprobación y para constancia la firma, junto con los testigos antes mencionadas en mi presencia, el Notario que doy fe. -----

ESTA ESCRITURA EN EL PROTOCOLO DEL PRESENTE AÑO LLEVA EL NUMERO DE ORDEN CUATRO MIL SETECIENTOS SETENTA Y TRES (4,773). ----- (FDOS.) **NANDER PITTY VELASQUEZ** - - - - **ALEXI GUERRA MORALES** - - - -

2005 AUG 11 PM 2:12  
TALLAHASSEE, FLORIDA  
CORPORATION  
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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 UMBERTO PEDRESCHI
3. quien actúa en calidad de ASISTENTE DEL PACTO  
MERCANTIL
4. y está revestido del sello / timbre de REGISTRO PUBLICO DE  
PANAMA

### CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 11-5-2005
7. por JEFE DE AUTENTICACION Y LEGALIZACION
8. bajo el número 121A-CDEO / # Rec. 48317
9. sello / timbre
10. Firma del funcionario Vic Ernesto Lozano Lopez

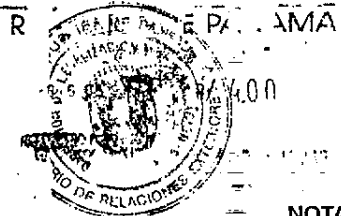
JEFE DE AUTENTICACION  
Y LEGALIZACION  
MINISTERIO DE RELACIONES  
EXTERIORES



CONSULADO GENERAL  
TALLAHASSEE, FLORIDA

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REPUBLICA DE PANAMA  
PAPEL NOTARIAL



NOTARIA SEGUNDA DEL CIRCUITO DE PANAMA

ZORAIDA DE VERGARA - - - - - DOCTOR MARIO VELASQUEZ CHIZMAR,  
NOTARIO PUBLICO SEGUNDO DEL CIRCUITO DE PANAMA. - - - - -

CONCUERDA con su original esta copia que expido, sello y firmo en la Ciudad de  
Panamá, a los cuatro (4) días del mes de mayo del año dos mil cinco (2005).

MARIO VELASQUEZ CHIZMAR  
Notario Público Segundo del Circuito de Panamá



Ingresado en el Registro Público de Panamá

Provincia: Panamá

Tomo: 2005

Presentante: CARLOS NOVIS CEDE O

Liquidación No.: 8752769

Ingresado Por: KAAL

Fecha y Hora: 2005/05/06 14:05:21:3

Asiento: 67359

Cedula: 7-91-784

Total Derechos: 60.00

*Olivia G. de Arce*



Inscrito en el Sistema Tecnológico de Información  
del Registro Público de Panamá

Sección de inscripción Ficha No. 486633 Sigla No. S.A.

Documento Redi No 775722

Operación realizada Pacto

Derechos de Registro B/. 50.00

Derechos de Calificación B/. 10.00

Lugar y Fecha de Inscripción Panamá 10 de mayo del 2005

*[Signature]*  
Registrador Jefe



DIVISION DE COORDINACION  
TALLAHASSEE, FLORIDA

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