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PICK-UP  WAIT  MAIL

(Business Entity Name)

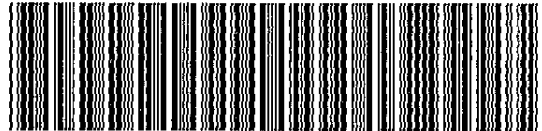
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FEB 07 2006

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Publicidad Externa Limitada, 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:

Penelope B. Perez-Kelly

(Name of Person)

McClane Tessitore

(Firm/Company)

215 East Livingston Street

(Address)

Orlando, FL 32801

(City/State and Zip code)

For further information concerning this matter, please call:

Penelope Perez-Kelly at ( 407 ) 872-0600 ext. 109

(Name of Person)

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

*\*Other: Trust account check in the amount of \$4,678.75 representing filing fees from 2002 to present plus any other applicable fees*

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TALLAHASSEE, FLORIDA

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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. Publicidad Externo Limitada, Corp. (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. Colombia (State or country under the law of which it is incorporated) 3. N/A (FEI number, if applicable)

4. September 14, 1989 (Date of incorporation) 5. October 10, 2015 (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2002 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2724 S.E. 13th Court, Pompano Beach, FL 33062 (Principal office address)

215 East Livingston Street, Orlando, FL 32801 (Current mailing address)

8. Any and All Lawful Business (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: Michael A. Tessitore Office Address: 215 East Livingston Street Orlando, Florida 32801 (City) (Zip code)

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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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:

**A. DIRECTORS**

Chairman: ALVARO VARGAS

Address: Calle 9 No. 43 A 33, Multicentro Aliados,  
Medellin, Colombia

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

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

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

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

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

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

**B. OFFICERS**

President: ALVARO VARGAS

Address: Calle 9 No. 43 A33, multicentro  
Medellin, Colombia

Vice President: \_\_\_\_\_

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

Secretary: ALVARO VARGAS

Address: Calle 9, No. 43 A33, multicentro Aliados, Medellin, Cali

Treasurer: ALVARO VARGAS

Address: Calle 9, No. 43 A33, Multicentro Aliados, Medellin, Colombia

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SECRETARY  
TALLAHASSEE  
FLORIDA

**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. ALVARO VARGAS, Director  
(Typed or printed name and capacity of person signing application)



STATE OF FLORIDA  
COUNTY OF ORANGE

To the best of our knowledge, the foregoing is a true and accurate translation of a CERTIFICADO DE EXISTENCIA Y REPRESENTACION (CERTIFICATE OF INCORPORATION AND LEGAL REPRESENTATION). This document has been translated from Spanish into English by a qualified professional Spanish <- English translator who currently works for our agency.

On this 3 day of February, 2006, the foregoing instrument was acknowledged before me by Dennis Merritt of The Language Bank, Inc., who is personally known or has produced driver's license as identification.

DL # M63017666 2090  
expires 6/9/09

Date: 2/03/06

Date: 2/3/2006

Dennis Merritt  
The Language Bank, Inc.  
Dennis Merritt

Ed B  
Notary Public  
Commission Expires 11/21/2008

Date: 2/3/06

Angela Minella  
Witness's Signature



[7098107152325-01 2102954-01 POBLADO

No CC809277]

**CERTIFICATE OF INCORPORATION AND LEGAL REPRESENTATION**

THE SECRETARY OF THE CHAMBER OF COMMERCE OF MEDELLIN FOR ANTIOQUIA,  
based on the registry numbers and records of the commercial registry office

**I. CERTIFIES THAT**

**NAME**

**PUBLICIDAD EXTERNA LIMITADA  
(PUBLIX LTDA.)**

**DOMICILE**

**MEDELLIN**

**II. CERTIFIES THAT**

**REGISTRATION NUMBER**

**21-136517-1**

**III. CERTIFIES THAT**

**ARTICLES OF INCORPORATION:** Under Public Deed No. 5497, granted at Notary's Office Number 12 in Medellin, on September 12, 1989, registered on September 14, 1989, in Book Number 9, page 920 under number 7358, a limited liability company was incorporated under the corporate name:

**PUBLICIDAD EXTERNA LIMITADA (PUBLIX LTDA.)**

**IV. CERTIFIES THAT**

**AMENDMENTS:** Up to the present, the company has been amended by the following public deeds:

No. 2189 dated October 10, 1995, at Notary's Office Number 14 in Medellin, amended by Public Deed No. 670 dated March 19, 1998, at Notary's Office Number 9 in Medellin.

No. 2227 dated December 16, 1999, at Notary's Office Number 8 in Medellin.

**V. CERTIFIES THAT**

**DURATION:** The Company has not been dissolved and it shall operate until October 10, 2015.

**VI. CERTIFIES THAT**

**CORPORATE PURPOSE:** The corporate purpose shall be:

- a) Sale, trading, marketing and export of Colombian products, including precious metals, clothing, printed material and related products.
- b) Manufacturing and production of advertising material.
- c) Production of radio and television advertising.
- d) Printing of brochures, foldable cards, leaflets, books, etc.
- e) Production of advertising means such as press and magazines, as well as production of inward and outward advertising.
- f) Commercialization of advertising services at a national and international level.
- g) Production of commercial and advertising photography.

- h) Offering of consulting services on marketing, telemarketing, e-mail, online computers, direct marketing, etc.
- i) Sale of marketing and advertising information; strategic management of advertising means in general.
- j) Web site development, Internet marketing, corporate training on service, marketing and information, franchise representation, children and adult training, training in IT systems according to Internet channels, advertising and set-up of information networks.
- k) **Real estate purchases and sales, investment in companies or businesses of any kind with similar or complementary to corporate purpose of this company.**

In order to operate, the company may acquire, levy, exploit and transfer movable and immovable property of any kind; enter into credit operations (active and passive) giving to or receiving from its partners or third parties cash loan with no financial broker activities whatsoever, as temporary activities, with no speculative interest and with the only purpose of raising the funds necessary to achieve the corporate purpose; provide its movable and immovable property as security; give, grant, accept, trade, deduct, transfer, pay, etc., any securities and sign other civil and commercial documents; invest surplus funds in order to protect, maintain and increase the corporate assets or as to take advantage of fiscal incentives authorized by law and to perform any and all acts and agreements in order to exercise the rights and comply with the obligations legally or conventionally derived from the existence of this partnership and the related activities.

**VII. CERTIFIES THAT**

**CAPITAL AND PARTNERS:** The capital stock amounts to \$20,000,000 divided into 20,000 shares of \$1,000 each.

PARTNERS CONTRIBUTION	# SHARES	TOTAL
ALVARO DE J. VARGAS POSADA	9,800	\$9,800,000
GLORIA GIRALDO VERGARA	9,800	9,800,000
GABRIEL GIRALDO VERGARA	200	200,000
JORGE ANDRES GIRALDO SANCHEZ	200	200,000

**VIII. CERTIFIES THAT**

**MANAGEMENT:** The direct management of the Partnership and its business shall be conducted by a Manager, who shall be replaced by an Alternate Manager during any absences, whether temporary or final.

POSITION	NAME	IDENTITY DOCUMENT
LEGAL REPRESENTATIVE	ALVARO DE J. VARGAS POSADA	70051234

Appointed by Minutes Number 7, dated February 5, 2001 by the Special Meeting of Shareholders, registered before this Chamber of Commerce on February 22, 2001, into Book Number 90, page 252, under number 1763.

ALTERNATE	GLORIA GIRALDO VERGARA	42970326
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Appointed by Minutes Number 1, dated May 27, 1995 by the General Meeting of Shareholders, instrumented by means of Public Deed Number 2189, dated October 10, 1995, issued by Notary's Office 14 of Medellin, entered into Book Number 90, page 592, under number 4143 and registered before this entity as of May 18, 1995.

**IX. CERTIFIES THAT**

**MANAGER'S FUNCTIONS:** The Manager shall be entitled, on an exclusive basis, to represent the Partnership, on judicial or extrajudicial matters, and to use the company name and seal. The Manager shall also perform any and all acts and agreements related to his position and to the ordinary business activities of the company.

Moreover, the Manager shall have the following duties and powers.

- 1) To appoint the company members as included within the general corporate structure and to establish their functions, allowances and the labor bases as instructed by the General Meeting of Shareholders.
- 2) To call a Regular or a Special Meeting of Shareholders; to inform said body on the business performance and to propose the project of dividend distribution or losses cancellation.
- 3) To observe and enforce any and all decisions, recommendations and orders by the General Meeting of Shareholders.
- 4) Perform any and all actions intended to fulfill the corporate purpose that do not require prior authorization by the General Meeting of Shareholders.
- 5) To control the collection, administration and application of the corporate income.
- 6) To coordinate any issues related to the company personnel and property insurance; to be responsible for these, and assure proper control and surveillance systems as well as their appropriate use.
- 7) To submit a detailed and conscientious report on the company performance before the General Meeting of Shareholders at the annual regular meeting, and to propose the General Meeting of Shareholders any innovations and amendments which may be deemed convenient for the company benefit.
- 8) To appoint judicial or extrajudicial representatives to act on behalf of the company whenever he/she may not or cannot, and to delegate them all the corresponding faculties he/she may have.
- 9) Any other capacities expressly granted by law, as the administrator and main executive of the company and as the manager of the company business.

The Manager does not require authorization by the General Shareholders Meeting to perform the acts and agreements within his/her powers and the corporate purpose.

**X. CERTIFIES THAT**

**NOTIFICATION OF JUDICIAL DOMICILE**  
CLL 11A No 42 6B LC 106

**MEDELLIN**

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## CERTIFICADO DE EXISTENCIA Y REPRESENTACION

EL SECRETARIO DE LA CAMARA DE COMERCIO DE MEDELLIN PARA ANTIOQUIA, con fundamento en las matrículas e inscripciones del registro mercantil,

## I. CERTIFICA

NOMBRE

PUBLICIDAD EXTERNA LIMITADA  
(PUBLIX LTDA.)

DOMICILIO

MEDELLIN

## II. CERTIFICA

MATRICULA NRO.

21-136517-3

## III. CERTIFICA

CONSTITUCION: Que por escritura pública No. 5497, otorgada en la Notaría 12a. de Medellín, el 12 de septiembre de 1989, registrada el 14 de septiembre de 1989, en el libro 90., folio 920, bajo el No. 7358, fue constituida una sociedad de responsabilidad limitada, bajo la denominación de:

PUBLICIDAD EXTERNA LIMITADA (PUBLIX LTDA.)

## IV. CERTIFICA

REFORMAS: Que hasta la fecha la sociedad ha sido reformada por la siguiente escritura:

No. 2189 de octubre 10 de 1995, de la Notaría 14a. de Medellín, aclarada mediante escritura No. 670, de marzo 18 de 1998, de la Notaría 8a. de Medellín.

No. 2227 del 16 de diciembre de 1999, de la Notaría 8a. de Medellín.

## V. CERTIFICA

VIGENCIA: Que la sociedad no se halla disuelta y su duración es la siguiente: Hasta el 10 de octubre del año 2015.

## VI. CERTIFICA

OBJETO SOCIAL: El objeto de la sociedad es:

- a) La venta, comercialización, mercadeo y exportación de productos colombianos hacia el exterior, incluyendo metales preciosos, confecciones, material impreso y similares a los anteriores.
- b) La elaboración y producción de material publicitario.
- c) La producción de comerciales de radio y televisión.
- d) La impresión de folletos, plegables, volantes, libros etc.
- e) La producción de medios de publicidad como prensa y revistas, además la elaboración de avisos interiores y exteriores.
- f) La venta de servicios publicitarios a nivel nacional e internacional.
- g) La producción de fotografía comercial y publicitaria.
- h) La prestación de servicios de asesoría de mercadeo, telemercadeo, correo electrónico, computadores en línea, marketing directo, etc.

i) La venta de información de mercadeo y publicidad, administrar la asesoría de medios publicitarios, en general.

j) Desarrollo de página web, mercadeo por internet, capacitación a Corporaciones en temas de servicio, mercadeo e información, representación de franquicias, capacitación de niños y adultos, capacitación en sistemas de información de acuerdo a canales de internet, publicidad por internet y montaje de redes de información.

k. La compra y venta de inmuebles, la inversión en sociedades o empresas de cualquier naturaleza que tengan objetos similares o complementarios al de esta sociedad.

En desarrollo de su objeto la sociedad podrá adquirir, gravar, explotar y enajenar toda clase de bienes muebles e inmuebles; celebrar operaciones de crédito por activa o por pasiva dando o recibiendo de o a sus socios o a terceros dinero en mutuo, sin que ésto implique desarrollo de actividades de intermediación financiera, como actividad ocasional y sin interés especulativo y con el único objeto de consecución de fondos requeridos para el cumplimiento del objeto social. Dar en garantía sus bienes muebles o inmuebles, dar, otorgar, aceptar, negociar, descontar, enajenar, pagar, etc. toda clase de títulos valores y suscribir los demás documentos civiles y comerciales; invertir sus disponibilidades sobrantes de fondos con el propósito de proteger, conservar e incrementar el patrimonio social o para aprovechar incentivos fiscales autorizados por la ley y en general realizar todos los actos o contratos que tengan como finalidad ejercer los derechos y cumplir las obligaciones legal o convencionalmente derivadas de la existencia y de las actividades desarrolladas por la compañía.

#### VII. CERTIFICA

**CAPITAL Y SOCIOS:** Que el capital de la sociedad es de \$20.000.000, dividido en 20.000 cuotas de \$1.000 cada una.

SOCIOS	No. CUOTAS	TOTAL APORTES
ALVARO DE J. VARGAS POSADA	9.800	\$9.800.000
GLORIA GIRALDO VERGARA	9.800	9.800.000
GABRIEL GIRALDO VERGARA	200	200.000
JORGE ANDRES GIRALDO SANCHEZ	200	200.000

#### VIII. CERTIFICA

**GERENCIA:** La administración directa de la Sociedad y la gestión de sus negocios sociales estarán a cargo de un Gerente. El Gerente tendrá un Suplente, que lo reemplazará en sus ausencias o faltas temporales o definitivas.

CARGO	NOMBRE	CEDULA
REPRESENTANTE LEGAL	ALVARO DE J. VARGAS POSADA	70051234

Nombrado por Acta No. 7 del 05 de febrero del año 2001, de la Junta Extraordinaria de Socios, registrada en esta Cámara de Comercio el 22 de febrero del año 2001, en el libro 90., folio 252, bajo el No.1763.

SUPLENTE	GLORIA GIRALDO VERGARA	42970325
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Nombrada por Acta No. 1 de mayo 27 de 1995, de la Junta de Socios, elevada a escritura publica No. 2189 de octubre 10 de 1995, de la Notaría 14 de Medellín, registrada en esta Entidad el 18 de mayo de

1998 en el libro 96., folio 597, bajo el NO. 4143

IX. CERTIFICA

ATRIBUCIONES DEL GERENTE: Corresponde en forma privativa al Gerente la representación de la sociedad, judicial o extrajudicial y el uso de la razón y firma social. Tendrá facultades para ejecutar todos los actos y contratos acordes con la naturaleza de su encargo y que se relacionen directamente con el giro ordinario de los negocios sociales.

El Gerente tendrá, además, las siguientes funciones y atribuciones:

1a. Proveer los cargos contemplados dentro de la estructura general de la compañía y fijar las funciones, asignaciones y bases laborales de todos los funcionarios de la compañía atendiendo las directrices generales que señale la Junta de Socios.

2a. Convocar a la Junta de Socios, a reuniones ordinarias y extraordinarias; informar a dicho órgano sobre la marcha general de la sociedad y proponer el proyecto de distribución de utilidades o cancelación de pérdidas.

3a. Cumplir y hacer cumplir las decisiones, recomendaciones y órdenes de la Junta de Socios.

4a. Celebrar todos los actos que tiendan al cumplimiento del objeto social y que no requieran autorización previa de la Junta de socios.

5a. Cuidar de la oportuna y debida recaudación, manejo y aplicación de los ingresos de la sociedad.

6a. Organizar lo relativo al seguro del personal de la sociedad y de los bienes de la misma; tener éstos bajo su cuidado y responsabilidad y organizar los sistemas de control, vigilancia y correcta utilización de ellos.

7a. Presentar a la Junta de Socios, en su reunión, ordinaria de cada año, una memoria detallada y razonada sobre la marcha de la empresa y proponer a la misma Junta las innovaciones o modificaciones que convenga introducir en beneficio de la sociedad.

8a. Constituir apoderados judiciales o extrajudiciales para la adecuada representación externa de la sociedad, cuando no pueda o no deba actuar, delegándoles las facultades del caso, de las que él mismo tenga.

9a. Las demás que les sean expresamente atribuidas por la ley, como administrador y principal ejecutivo de la sociedad y como gestor de los negocios sociales.

El Gerente no necesita autorización de la Junta de Socios para realizar los actos o contratos que estén dentro de sus atribuciones y del objeto de la compañía.

X. CERTIFICA

NOTIFICACION DE DIRECCION JUDICIAL  
CLL 11A N° 42 68 LC 106

MEDELLIN

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