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Division of Corporations
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((H06000173432 3)))

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

GASDIA

2006 JUL -6 PM 1:34

FILED

FOREIGN PROFIT/NONPROFIT CORPORATION

MIRAMAX HOLDING LTDA INC

Certificate of Status	0
Certified Copy	1
Page Count	18 (18)
Estimated Charge	\$78.75

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7-7-06

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. MIRAMAX HOLDING LTDA INC

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 98-0500250

(FEI number, if applicable)

4. 05/03/2006

(Date of incorporation)

5. TWENTY YEARS THROUGH 05/03/2026

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

6. UPON APPROVAL

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

7. CALLE 160 A #35-44, BOGOTA, COLOMBIA

(Principal office address)

10670 SW 156 PLACE, #304, MIAMI, FL 33196

(Current mailing address)

8. OPEN BANK ACCOUNT

(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: ANTONIO BALLESTEROS

Office Address: 10670 SW 156 PLACE, #304

MIAMI

(City)

, Florida 33196

(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.

Antonio J. Ballesteros

(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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2006 JUL -5 P 1:34

HO6000173432 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOAQUIN JOSE GOMEZ-WILCHES

Address: CALLE 160 A #35-44, BOGOTA, COLOMBIA

Vice President: DOLLY BIBIANA MARTINEZ-ARIZA

Address: CALLE 160 A #35-44, BOGOTA, COLOMBIA

Secretary: _____

Address: _____

Treasurer: _____

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. JOAQUIN JOSE GOMEZ-WILCHES - President

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

HO6000173432 3



CAMARA DE COMERCIO DE BOGOTA

SEDE CEDRITOS

1 DE JUNIO DE 2006

HORA 09:54:39

11CX1060105306PYZ0512

HOJA : 001

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O INSCRIPCION DE DOCUMENTOS.

LA CAMARA DE COMERCIO DE BOGOTA, CON FUNDAMENTO EN LAS MATRICULAS E INSCRIPCIONES DEL REGISTRO MERCANTIL,

CERTIFICA :

NOMBRE : MIRAMAX HOLDING LTDA

N.I.T. : 900084090-8 ADMINISTRACION: BOGOTA PERSONAS JURIDICAS, REGIMEN COMUN.

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 01597711

CERTIFICA :

CONSTITUCION : QUE POR ESCRITURA PUBLICA NO. 0002167 DE NOTARIA 24 DE BOGOTA D.C. DEL 3 DE MAYO DE 2006, INSCRITA EL 12 DE MAYO DE 2006 BAJO EL NUMERO 01054970 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA: MIRAMAX HOLDING LTDA

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 3 DE MAYO DE 2026 .

CERTIFICA :

OBJETO SOCIAL : PODRA DESARROLLAR LAS SIGUIENTES ACTIVIDADES : A) LA COMPRA, VENTA, IMPORTACION, EXPORTACION, COMERCIALIZACION, REPRESENTACION, HOMOLOGACION Y DISTRIBUCION AL POR MAYOR Y AL DETAL DE TODA CLASE DE EQUIPOS ELECTRONICOS TALES COMO: COMPUTADORES Y SUS PERIFERICOS, PARTES DE COMPUTADORES, SOFTWARE, EQUIPOS DE IMPRESION, EQUIPOS DE COMUNICACION, EQUIPOS PARA VIDEOCONFERENCIA, EQUIPOS DE OFICINA, SUMINISTROS, ARTICULOS ELECTRONICOS, ARTICULOS ELECTRICOS, ELECTRODOMESTICOS, SUS PARTES, PIEZAS, REPUESTOS, ACCESORIOS, SUMINISTROS Y TODOS LOS DEMAS EQUIPOS Y ARTICULOS RELACIONADOS CON LOS ANTERIORES ; SEAN ESTOS NUEVOS, REMANUFACTURADOS O USADOS. ENTRE OTROS ARTICULOS PERIFERICOS COMO : UNIDADES DE CINTA, SISTEMAS DE ALMACENAMIENTO OPTICO, DISCOS DE LECTURA OPTICA, LECTORAS OPTICAS, SCANNER, IMPRESORAS, MONITORES, FOTOCOPIADORAS, UNIDADES DE DISCO EXTERNO, TERMINALES, PLOTTERS. B. LA REPRESENTACION, ADQUISICION DE FRANQUICIAS, DISTRIBUCION DE MARCAS DE CASAS NACIONALES Y EXTRANJERAS, RELACIONADAS CON SU OBJETO SOCIAL. C. LA NACIONALIZACION DE TODAS LAS MERCANCIAS IDENTIFICADAS EN EL PUNTO A, EN EL TERRITORIO COLOMBIANO Y EN EXTERIOR. D. ASESORIAS, PROGRAMACION, DISEÑO Y ELABORACION DE SOFTWARE. E. SERVICIOS DE CONSULTORIA EN SISTEMATIZACION DE DATOS. F. ENSAMBLE, INSTALACION, MANTENIMIENTO Y REPARACION DE TODO LO RELACIONADO CON SU OBJETO SOCIAL G. INSTALACION DE REDES ESTRUCTURADAS Y CAPACITACION EN LAS MISMAS. H. SERVICIOS DE AUTSOURCING, SERVICIOS DE PROCESAMIENTO DE DATOS POR COMPUTADORA, SERVICIO DE ALMACENAMIENTO EN MEDIOS OPTICOS Y

DEMÁS SERVICIOS RELACIONADOS CON EL OBJETO SOCIAL. I. COMERCIALIZAR TODO TIPO DE SERVICIOS, EXCLUIDOS AQUELLOS PARA LOS CUALES LA LEY ESTABLEZCA RESTRICCIONES A LOS PARTICULARES, COMERCIALIZAR, INTERMEDIAR, PROMOVER LA COMPRA, VENTA O INTERCAMBIO DE TODO TIPO DE SERVICIOS, BIENES MUEBLES E INMUEBLES MEDIANTE CUALQUIER FORMA DE PAGO JURIDICAMENTE VALIDA. J. EN DESARROLLO DE SU OBJETO SOCIAL MIRAMAX HOLDING LTDA., PODRA POR CUENTA PROPIA O A NOMBRE DE TERCEROS O CON PARTICIPACION DE ELLOS; ADQUIRIR CREDITOS Y CARTAS DE CREDITO NACIONALES E INTERNACIONALES CON O SIN INTERESES, GRAVAR, RECIBIR, ENTREGAR, EN CUALQUIER FORMA TITULOS, BIENES MUEBLES O INMUEBLES, GIRAR, ENDOSAR, ADQUIRIR, ACEPTAR, PROTESTAR, COMPRAR, ENAJENAR, CEDER, PERMUTAR, HIPOTECAR, ARRENDAR, PAGAR O CANCELAR TODA CLASE DE TITULOS Y ACEPTARLOS EN PAGO; TRANSFERIR ACCIONES TITULOS Y BONOS DE CUALQUIER CLASE, OBTENER DERECHOS DE PROPIEDAD SOBRE MARCAS, PATENTES, DIBUJOS, INSIGNIAS, PRIVILEGIOS, CEDERLOS A CUALQUIER TITULO; PROMOVER Y FORMAR EMPRESAS DE LA MISMA INDOLE O DE NEGOCIOS DIRECTAMENTE RELACIONADOS CON SU OBJETO Y APORTAR A ELLAS TODA CLASE DE BIENES; CELEBRAR CONTRATOS DE SOCIEDAD O DE ASOCIACION PARA LA EXPLOTACION DE NEGOCIOS QUE CONSTITUYAN SU OBJETO O QUE SE RELACIONEN DIRECTAMENTE CON EL. K. LICITAR ANTE ENTIDADES PARTICULARES O ENTIDADES OFICIALES PARA COMERCIALIZAR SUS ARTICULOS, PARTICIPAR EN ACCIONES O PARTICIPACIONES EN EMPRESAS DE LA MISMA INDOLE O NEGOCIOS QUE REPRESENTEN A APERSONAS NATURALES O JURIDICAS RELACIONADAS CON EL OBJETO SOCIAL; Y EN GENERAL HACER EN CUALQUIER PARTE, SE A EN SU NOMBRE PROPIO O POR CUENTA DE TERCEROS O EN PARTICIPACION CON ELLOS, TODA CLASE DE OPERACIONES, CELEBRAR TODA CLASE DE ACTOS O CONTRATOS YA SEA CIVILES, INDUSTRIALES, COMERCIALES O FINANCIEROS QUE SEAN CONVENIENTES O NECESARIOS PARA EL LOGRO DE LOS FINES QUE ELLA PERSIGUE Y PUEDA FAVORECER EL DESARROLLO DE SUS ACTIVIDADES QUE DE ALGUNA MANERA SE RELACIONEN CON EL OBJETO SOCIAL. BAJO NINGUNA RAZON LA SOCIEDAD PODRA CONVERTIRSE EN GARANTE DE TERCEROS. ESTOS IMPEDIMENTOS PODRAN SER LEVANTADOS CON ACTA POR DISPOSICION DE LA DE OBLIGACIONES JUNTA GENERAL DE SOCIOS, ASESORAMIENTO TECNICO EN REDES DE COMUNICACION A ENTIDADES PARTICULARES DE CUALQUIER TIPO DEL ESTADO, ASI COMO SU REPRESENTACION, PODRA CONSTITUIR(SIC) DE ASOCIACION CONSORCIOS O UNIONES TEMPORALES CON PERSONAS NATURALES Y/ O JURIDICAS, PARA LA EXPLOTACION DE NUESTROS OBJETIVOS SOCIALES. LA ADMINISTRACION Y EXPLOTACION ECONOMICA DE ACTIVIDADES LICITAS, LA COMPRA Y VENTA DE BIENES MUEBLES E INMUEBLES DENTRO DEL PAIS Y LA IMPORTACION Y EXPORTACION DE TODA CLASE DE PRODUCTOS INDUSTRIALES Y COMERCIALES. SERVICIOS GENERALES SISTEMATIZADOS Y EN MANTENIMIENTO DE COMPUTADORAS. LA SOCIEDAD PODRA, PARA REALIZACION DE SU OBJETO SOCIAL HACER A SU NOMBRE, O POR CUENTA DE TERCEROS O EN PARTICIPACION DE ELLOS, TODA CLASE DE OPERACIONES COMERCIALES, CIVILES, INDUSTRIALES O FINANCIERAS SOBRE BIENES MUEBLES Y CONSTITUIR CUALQUIERA CLASE DE GRAVAMEN SOBRE ESTOS; CELEBRAR CONTRATOS CIVILES ADMINISTRATIVO CON PERSONAS NATURALES Y/O JURIDICAS, SEAN ESTAS DE ESTADO DE DERECHO PUBLICO O PRIVADO.

CERTIFICA :

CAPITAL Y SOCIOS : \$ 150,000,000.00 DIVIDIDO EN 150,000.00 CUOTAS CON VALOR NOMINAL DE \$ 1,000.00 CADA UNA, DISTRIBUIDO ASI :
- SOCIOS CAPITALISTA(S)

MARTINEZ ARIZA DOLLY BIBIANA

C.C. 00051908611



CAMARA DE COMERCIO DE BOGOTA

SEDE CEDRITOS

1 DE JUNIO DE 2006

HORA 09:54:39

11CX1060105306PYZ0512

HOJA : 002

NO. CUOTAS: 75,000.00 VALOR: \$75,000,000.00
 GOMEZ WILCHES JOAQUIN JOSE C.C. 00079547834
 NO. CUOTAS: 75,000.00 VALOR: \$75,000,000.00
 TOTALES
 NO. CUOTAS: 150,000.00 VALOR: \$150,000,000.00

CERTIFICA :

REPRESENTACION LEGAL. LA SOCIEDAD TENDRA UN GERENTE. EL CUAL TENDRA UN SUPLENTE, QUE LO REEMPLAZARA EN SUS FALTAS ABSOLUTAS, TEMPORALES O ACCIDENTALES.

CERTIFICA :

** NOMERAMIENTOS : **

QUE POR ESCRITURA PUBLICA NO. 0002167 DE NOTARIA 24 DE BOGOTA D.C. DEL 3 DE MAYO DE 2006, INSCRITA EL 12 DE MAYO DE 2006 BAJO EL NUMERO 01054970 DEL LIBRO IX, FUE (RON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
GERENTE	
GOMEZ WILCHES JOAQUIN JOSE	C.C. 00079547834
SUPLENTE DEL GERENTE	
MARTINEZ ARIZA DOLLY BIRIANA	C.C. 00051908611

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL : EL GERENTE TENDRA LAS SIGUIENTES FUNCIONES : A. USAR LA FIRMA O RAZON SOCIAL. B. DESIGNAR AL SECRETARIO DE LA COMPAÑIA, QUE LO SERA TAMBIEN DE LA JUNTA GENERAL DE SOCIOS. C. DESIGNAR LOS EMPLEADOS QUE REQUIERA EL NORMAL FUNCIONAMIENTO DE LA COMPAÑIA Y SEÑALARLES SU REMUNERACION, EXCEPTO CUANDO SE TRATE DE AQUELLOS QUE POR LEY O POR ESTOS ESTATUTOS DEBAN SER DESIGNADOS POR LA JUNTA GENERAL DE SOCIOS. D. PRESENTAR UN INFORME DE SU GESTION A LA JUNTA GENERAL DE SOCIOS EN SUS REUNIONES ORDINARIAS Y EL BALANCE GENERAL DE FIN DE EJERCICIO CON UN PROYECTO DE DISTRIBUCION DE UTILIDADES. E. CONVOCAR A LA JUNTA GENERAL DE SOCIOS A REUNIONES ORDINARIAS Y EXTRAORDINARIAS. F. NOMBRAR LOS ARBITROS QUE CORRESPONDAN A LA SOCIEDAD EN VIRTUD DE COMPROMISOS, CUANDO ASI LO AUTORICE LA JUNTA GENERAL DE SOCIOS, Y DE LA CLAUSULA COMPROMISORIA QUE EN ESTOS ESTATUTOS SE PACTA, Y G. CONSTITUIR LOS APODERADOS JUDICIALES NECESARIOS PARA LA DEFENSA DE LOS INTERESES SOCIALES. EL GERENTE REQUERIRA AUTORIZACION PREVIA DE LA JUNTA DE SOCIOS PARA LA EJECUCION DE TODO ACTO O CONTRATO QUE EXCEDA DE UN MIL TRESCIENTOS (1.300) SALARIOS MINIMOS MENSUALES LEGALES VIGENTES.

CERTIFICA :

DIRECCION DE NOTIFICACION JUDICIAL : CLL. 160A NO. 35-44
 MUNICIPIO : BOGOTA D.C.
 DIRECCION COMERCIAL : CLL. 160A NO. 35-44
 MUNICIPIO : BOGOTA D.C.

CERTIFICA :

DE CONFORMIDAD CON LO ESTABLECIDO POR LA LEY 962 DE 2005, LOS

H06000173432 3

ACTOS DE REGISTRO AQUI CERTIFICADOS QUEDAN EN FIRME CINCO (5) DIAS HABLES DESPUES DE LA FECHA DE INSCRIPCION, SIEMPRE QUE NO SEAN OBJETO DE RECURSOS EN LA VIA GUBERNATIVA.

INFORMACION COMPLEMENTARIA

LOS SIGUIENTES DATOS SOBRE RIT Y PLANEACION DISTRITAL SON INFORMATIVOS

CONTRIBUYENTE INSCRITO EN EL REGISTRO RIT DE LA DIRECCION DISTRITAL DE IMPUESTOS, FECHA DE INSCRIPCION 2006/05/11

FECHA DE ENVIO DE INFORMACION A PLANEACION DISTRITAL: 20 DE MAYO DE 2006

EL SECRETARIO DE LA CAMARA DE COMERCIO,

VALOR : \$ 2,900.00

DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996, LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO

EL SECRETARIO GENERAL

CERTIFICA

Que la firma estampada en este documento coincide con la registrada en este despacho.

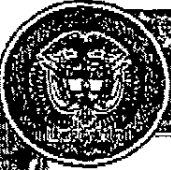
correspondiente a: **MARIA DEL ROSARIO RODRIGUEZ DE ALZATE**

CLAUDIA RIZO ILLERA

15 JUN 2006

H06000173432 3

H06000173432 3

 **REPUBLICA DE COLOMBIA**
MINISTERIO DE RELACIONES EXTERIORES
APOSTILLE
(Convention de la Haye du 5 octobre 1981)

País: República de Colombia
(Country: - / Pays:)

El presente documento público
(This public document - Le présent acte public)

Ha sido firmado por: CLAUDIA RIZO ILLERA
(Has been signed by: - A été signé par)
Actuando en calidad de: SECRETARIA GENERAL (E)
(Acting in the capacity of: - Agissant en qualité de)
Lleva el sello / estampilla de: SUPERINTENDENCIA DE
(Ours le seal / Stamp of: - Par lequel de sceau de / timbre de)

Certificado
(Certified - Attesté)

En: Bogotá D.C.
(At: - A:)

El: VIERNES, 16 DE JUNIO DE 2006
(The: - Le:)

Por: Legalizaciones del Ministerio de Relaciones Exteriores
(By: The Ministry of Foreign Affairs - Par: Légalisations du Ministère des Affaires Étrangères)

Bajo el No: 083444
(Under / Stamp: - Sous / Timbre)

Nombre del titular del documento: MIRAMAX HOLDING LTDA
(Name of the holder of document: - Nom du titulaire du document)
Tipo de documento apostillado: CAMARA DE COMERCIO
(Type of document: - Type de document)
Número de hojas apostilladas: 2
(Number of pages: - Nombre de pages)

 
Firma
(Signature - Signature)

www.minrex.gov.co/apostilla

00340197

H06000173432 3

(logo) Chamber of Commerce of Bogota.

01 *50936163*

CHAMBER OF COMMERCE OF BOGOTA

"CEDRITOS" HEADQUARTERS

01 JUNE 2006

HOUR: 09:54:39

11CX1060105306PYZ0512

**CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR
DOCUMENT SUBSCRIPTION.**

THE CHAMBER OF COMMERCE OF BOGOTA, BASED ON THE REGISTERS
AND SUBSCRIPTIONS OF THE TRADE REGISTER,

CERTIFIES:

NAME: MIRAMAX HOLDING LTDA

TAX IDENTIFICATION NUMBER (N.I.T.): 900084090-8 ADMINISTRATION:
CORPORATE BODY, COMMON REGIME.

DOMICILE: BOGOTA, D.C.

CERTIFIES:

REGISTER Nr. 01597711

CERTIFIES:

CREATION: THAT THROUGH PUBLIC DEED Nr. 0002167 OF NOTARY 24 OF
BOGOTA, D.C. ON 3RD MAY 2006, SUBSCRIBED ON 12TH MAY 2006 UPON
NUMBER 01054970 OF BOOK IX, THE BUSINESS COMPANY SO-CALLED:
MIRAMAX HOLDING LTDA, WAS ENTERED INTO.

CERTIFIES:

VALIDITY: THAT THE COMPANY IS NOT DISINCORPORATED. DURATION UP TO 3RD MAY 2026.

CERTIFIES:

CORPORATE PURPOSE: THE COMPANY WILL BE ABLE TO DEVELOP THE FOLLOWING ACTIVITIES: A) PURCHASE, SALE, IMPORT, EXPORT, COMMERCIALIZATION, REPRESENTATION, APPROVAL AND WHOLE AND RETAIL DISTRIBUTION OF ALL KINDS OF ELECTRONIC EQUIPMENT SUCH AS: COMPUTERS AND THEIR PERIPHERAL, PARTS OF COMPUTERS, SOFTWARE, PRINTING EQUIPMENT, COMMUNICATION EQUIPMENT, VIDEOCONFERENCE EQUIPMENT, OFFICE EQUIPMENT, SUPPLIES, ELECTRONIC ARTICLES, ELECTRIC ARTICLES, HOME APPLIANCES, THEIR PARTS, PIECES, SPARE PARTS, ACCESSORIES, DEVICES AND THE WHOLE OTHER EQUIPMENT AND ARTICLES REGARDING WITH THE ABOVE ONES, WHETHER THESE NEW, REMANUFACTURED OR USED, AMONG OTHER PERIPHERAL ARTICLES AS: TAPE UNITS, OPTIC STORAGE SYSTEMS, OPTIC READING DISKS, OPTIC READERS, SCANNER, PRINTERS, MONITORS, PHOTOCOPIERS, EXTERNAL DISK DRIVES, TERMINALS, PLOTTERS; B) THE REPRESENTATION, ACQUISITION OF FRANCHISES, DISTRIBUTION OF TRADEMARKS OF NATIONAL AND FOREIGN HOUSES, REGARDING WITH THEIR CORPORATE PURPOSE; C) THE NATIONALIZATION OF ALL THE GOODS

IDENTIFIED IN ITEM A) IN THE COLOMBIAN TERRITORY AND OVERSEAS;
D) CONSULTANTSHIPS, PROGRAMMING, DESIGN AND SOFTWARE
ELABORATION; E) CONSULTING SERVICES IN DATA PROCESSING; F)
ASSEMBLY, INSTALLATION, MAINTENANCE AND REPAIR OF ALL
CONCERNING TO THEIR CORPORATE PURPOSE; G) INSTALLATION OF
STRUCTURED NETS AND TRAINING ON THEM; H) OUTSOURCING
SERVICES, DATA PROCESSING SERVICES FOR COMPUTER, STORAGE
SERVICE IN OPTIC MEANS AND OTHER SERVICES REGARDING WITH
THE CORPORATE PURPOSE; I) MARKET ALL TYPE OF SERVICES,
EXCEPT THOSE WHICH THE LAW SETS FORTH RESTRICTIONS TO THE
PRIVATE INDIVIDUALS, MARKET, INTERMEDIATE, PROMOTE THE
PURCHASE, SALE OR EXCHANGE OF ALL TYPE OF SERVICES,
PERSONAL AND REAL ESTATE PROPERTY BY MEANS OF ANY WAY OF
LEGALLY VALID PAYMENT; J) IN DEVELOPMENT OF ITS CORPORATE
PURPOSE, MIRAMAX HOLDING LTDA., WILL BE ABLE BY OWN ACCOUNT
OR IN THE NAME OF THIRD PARTIES, OR WITH PARTICIPATION OF
THEM; ACQUIRE CREDITS AND DOMESTIC AND FOREIGN ACCOUNTS OF
CREDIT WITH OR WITH NO INTERESTS, CHARGE, RECEIVE, DELIVER IN
ANY WAY HOLDING, PERSONAL OR REAL ESTATE PROPERTY, DRAW,
DEPOSIT, ACQUIRE, ACCEPT, NOTE, BUY, TRANSFER, ASSIGN,
EXCHANGE, MORTGAGE, LEASE, PAY ALL KIND OF TITLES AND ACCEPT
THEM IN PAYMENT; TRANSFER STOCKS, BONDS AND CERTIFICATES OF

ANY KING, OBTAIN RIGHTS OF OWNERSHIP ON TRADEMARKS, PATENTS, DRAWINGS, BADGES, PRIVILEGES, ASSING THEM TO ANY TITLE; PROMOTE AND CREATE COMPANIES OF THE SAME NATURE OR BUSINESS DIRECTLY RELATED WITH ITS PURPOSE AND PROVIDE THEM ALL KIND OF GOODS; ENTER INTO PARTNERSHIP OR ASSOCIATION CONTRACTS FOR EXPLOITATION OF BUSINESSES THAT CONSTITUTE ITS PURPOSE OR THAT BE DIRECTLY RELATED WITH IT; K) BID BEFORE PRIVATE OR OFFICIAL COMPANIES TO MARKET ITS ARTICLES, PARTICIPATE IN STOCKS OR SHARES IN COMPANIES OF THE SAME NATURE OR BUSINESS THAT REPRESENT NATURAL OR LEGAL PEOPLE RELATED WITH THE CORPORATE PURPOSE; AND IN GENERAL, MAKE IN ANY PART, WHEHTER BE ON THEIR OWN BEHALF OR BY ACCOUNT OF A THIRD PARTY, OR IN PARTICIPATION WITH THEM, ALL KIND OF OPERATIONS, ENTER INTO ALL KINDS OF ACTS OR CONTRACTS WHETHER CIVIL, INDUSTRIAL, COMMERCIAL OR FINANCIAL THAT BE SUITABLE OR NECESSARY FOR ACHIEVEMENT OF ITS PURPOSES AIMED AND THAT CAN FAVOR THE DEVELOPMENT OF ITS ACTIVITIES THAT ARE SOMEHOW CONCERNED WITH THE CORPORATE PURPOSE. UPON NO REASON, THE COMPANY WILL BECOME GUARANTOR OF THIRD PARTIES. THESE ENCUMBRANCES MIGHT BE REPORTED THROUGH RECORDS BY DISPOSAL OF THE GENERAL MEETING OF PARTNERS, TECHNICAL ADVICE IN COMMUNICATION NETWORKS TO

PRIVATE COMPANIES OF ANY KIND OF THE STATE, AS WELL AS ITS REPRESENTATION. IT WILL BE ABLE TO CONSTITUTE (SIC) ASSOCIATION CONSORTIA OR TEMPORARY UNIONS WITH NATURAL AND/OR LEGAL PEOPLE, FOR EXPLOITATION OF OUR CORPORATE PURPOSE. THE ECONOMIC MANAGEMENT AND EXPLOITATION OF LICIT ACTIVITIES, PURCHASE AND SALE OF MOVABLE AND IMMOVABLE INSIDE DOMESTIC AND THE IMPORT AND EXPORT OF ALL KINDS OF INDUSTRIAL AND COMMERCIAL PRODUCTS, COMPUTER GENERAL SERVICES AND IN COMPUTER MAINTENANCE. THE COMPANY WILL BE ABLE TO, FOR PERFORMANCE OF ITS CORPORATE PURPOSE, TO MAKE TO ITS NAME, OR ON ACCOUNT OF A THIRD PARTIES, OR BY THEIR PARTICIPATION, ALL KIND OF COMMERCIAL, CIVIL, INDUSTRIAL OR FUNDING OPERATIONS ON PERSONAL PROPERTY AND CONSTITUTE ANY OBLIGATION KIND ON THESE; ENTER INTO ADMINISTRATIVE CIVIL CONTRACTS WITH NATURAL AND/OR LEGAL PEOPLE, WHETHER THESE OF PUBLIC LAW STATE OR PRIVATE.

CERTIFIES :

CAPITAL STOCK AND PARTNERS: \$150,000,000.00 DIVIDED IN 150,000.00

QUOTAS WITH FACE VALUE OF \$1,000.00 EACH ONE, DISTRIBUTED SO:

- CAPITAL STOCK PARTNERS

MARTINEZ ARIZA DOLLY BIBIANA

C.C. 00051908611

QUOTAS: 75,000.00

VALUE: \$75,000,000.00

GOMEZ WILCHES JOAQUIN JOSE

C.C. 00079547834

QUOTAS: 75,000.00

VALUE: \$75,000,000.00

TOTAL:

QUOTAS NR. 150,000.00

VALUE: \$150,000,000.00

CERTIFIES:

LEGAL REPRESENTATION. THE COMPANY WILL HAVE A MANAGER, WHICH WILL HAVE AN ALTERNATE, WHO WILL REPLACE HIM IT ITS ABSOLUTE, TEMPORARY OR ACCIDENTAL FAULTS.

CERTIFIES:** APPOINTMENTS **

THAT THROUGH PUBLIC DEED Nr. 0002167 ON 24TH NOTARY'S OFFICE OF BOGOTA, D.C., ON 3RD MAY 2006, REGISTERED ON 12TH MAY 2006 UPON THE NUMBER 01054970 ON BOOK IX, IT WAS, (THEY APPOINTED):

NAME	IDENTIFICATION
MANAGER	
GOMEZ WILCHES JOAQUIN JOSE	C.C. 00079547834
MANAGER'S ALTERNATE	
MARTINEZ ARIZA DOLLY BIBIANA	C.C. 00051908611

CERTIFIES:

LEGAL REPRESENTATIVE'S POWERS: THE MANAGER WILL HAVE THE FOLLOWING FUNCTIONS: A) USE THE SIGNATURE OR TRADE NAME. B) DESIGNATE THE COMPANY'S SECRETARY, WHO WILL ALSO BE OF THE

GENERAL MEETING OF PARTNERS. C) DESIGNATE THE EMPLOYEES REQUIRED FOR THE COMPANY'S NORMAL OPERATION AND POINT OUT THEM THEIR PAYMENT, EXCEPT WHEN DEALING OF THOSE THAT BY LAW OR BY THESE ARTICLES OF ASSOCIATION, SHOULD BE DESIGNATED BY THE GENERAL MEETING OF PARTNERS. D) SUBMIT A REPORT ON THEIR MANAGEMENT TO THE GENERAL MEETING OF PARTNERS IN THEIR REGULAR MEETINGS AND THE BALANCE SHEET OF THE ANNUAL PERIOD WITH A PROJECT OF DISTRIBUTION OF PROFITS. E) SUMMON TO THE GENERAL MEETING OF PARTNERS TO REGULAR AND EXTRAORDINARY MEETINGS. F) APPOINT THE REFEREES THAT CORRESPOND TO THE COMPANY BY VIRTUE OF COMMITMENTS WHEN AUTHORIZED THIS WAY THE GENERAL MEETING OF PARTNERS, AND OF THE COMPROMISSARY CLAUSE THAT IS AGREED IN THESE ARTICLES OF ASSOCIATION, AND G) CONSTITUTE THE NEEDED LEGAL MANAGERS FOR THE SOCIAL INTERESTS' DEFENSE. THE MANAGER WILL REQUIRE PRIOR AUTHORIZATION BY THE MEETING OF PARTNERS FOR EXECUTION OF ALL ACT OR CONTRACT SUPERSEDES ONE THOUSAND THREE HUNDRED (1.300) EFFECTIVE LEGAL MONTHLY MINIMUM WAGES.

CERTIFIES :

LEGAL NOTICE ADDRESS: CLL. 160A No. 35-44

MUNICIPALITY: BOGOTA, D.C.

COMMERCIAL ADDRESS: CLL. 160A No. 35-44

MUNICIPALITY: BOGOTA, D.C.

CERTIFIES :

IN ACCORDANCE WITH ESTABLISHED BY THE LAW 962 OF 2005, THE
REGISTRY ACTS HEREBY CERTIFIED ARE EFFECTIVE FIVE (5) BUSINESS
DAY AFTER THE SUBSCRIPTION DATE, PROVIDED THAT THEY DO NOT
BE OBJECT OF APPEALS THROUGH GOVERNMENT WAY.

SUPPLEMENT INFORMATION

THE FOLLOWING DATA ON "RIT" REGISTER AND DISTRICT PLANNING
ARE INFORMATIVE.

IT IS A TAX PAYER SUBSCRIBED ON THE "RIT" REGISTER OF THE
DISTRICT ADDRESS OF TAXES, SUBSCRIPTION DATE: 2006 / 05 / 11.

INFORMATION ISSUING DATE TO DISTRICT PLANNING: 20TH MAY 2006.

THE SECRETARY OF THE CHAMBER OF COMMERCE.

VALUE: \$2,900.00.

IN ACCORDANCE WITH THE DECREE 2150 OF 1995 AND THE
AUTHORIZATION ISSUED BY THE SUPERINTENDENCE OF INDUSTRY AND
COMMERCE, THROUGH THE LETTER DATED ON 18TH NOVEMBER 1996,
THE MECHANICAL SIGNATURE APPEARING NEXT HAS FULL VALIDITY
FOR THE WHOLE LEGAL PURPOSES.

(Illegibly signed)

Seal: SUPERINTENDENCE OF INDUSTRY AND COMMERCE

THE GENERAL SECRETARY

CERTIFIES:

That the signature that appears authorizing this document corresponds to the signature of MARIA DEL ROSARIO RODRIGUEZ DE ALZATE. June 15, 2006.

SIGNED

CLAUDIA RIZO ILLERA

**REPUBLIC OF COLOMBIA
MINISTRY OF FOREIGN AFFAIRS
APOSTILLE**

(Convention de la Haye du 5 Octobre 1961)

Country: Republic of Colombia

This public document:

Has been signed by: CLAUDIA RIZO ILLERA

Acting in his capacity of: GENERAL SECRETARY

Bears the seal/stamp of: SUPERINTENDENCE OF NOTARIZATION AND
REGISTRATION

Certificate:

Issued in: BOGOTÁ D.C.

Date: FRIDAY JUNE 16, 2006.

By: Legalization Division Ministry of Foreign Affairs Under No.: 688444

Number of pages: 2

AQ940197

SIGNED

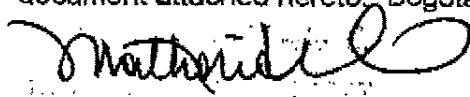
Name: MIRAMAX HOLDING LTDA

Document: CERTIFICATE ISSUED BY THE CHAMBER OF COMMERCE OF
BOGOTA

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TRANSLATOR'S NOTE:

I, Martha Lucia Morales, duly sworn official translator and interpreter hereby
certify that the above official translation fully corresponds to the original
document attached hereto. Bogota, D.C., 16th of June 2006.



Martha Lucia Morales

Offic. Transl., No. 20696-061606.

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**REPUBLICA DE COLOMBIA**
MINISTERIO DE RELACIONES EXTERIORES
APOSTILLE
(Convention de la Haye du 5 octobre 1961)

País: República de Colombia
(Country: - Pays:)

El presente documento público
(This public document - Le présent acte public)

Ha sido firmado por: MARTHA LUCIA MORALES CAÑON
(Has been signed by: - A été signé par:)

Actuando en calidad de: TRADUCTOR OFICIAL INGLES
(Acting in the capacity of: - Agissant en qualité de:)

Lleva el sello / estampillo de: TRADUCTORA OFICIAL
(Bears the seal Stamp of: - Est revêtu du sceau de / timbre de:)

Certificado
(Certified - Attesté)

En: Bogotá D.C.
(At: - A:)

El: VIERNES, 16 DE JUNIO DE 2006
(The: - Le:)

Por: Legalizaciones del Ministerio de Relaciones Exteriores
(By: The Ministry of Foreign Affairs - Par: Legalisations du Ministère des Affaires Étrangères)

Bajo el No.: 688092
(Under / Stamp: - Sous / Timbre:)

Nombre del titular del documento: MIRAMAX HOLDING LTDA
(Name of the holder of document: - Nom du titulaire du document:)

Tipo de documento apostillado: CAMARA DE COMERCIO
(Type of document: - Type de document:)

Número de hojas apostilladas: 10
(Number of pages: - Nombre de pages:)


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Firma
(Signature - Signature)

