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W06-29426

EXPRESS CORPORATE FILING SERVICE INC.
Requestor's Name

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Address

CORAL GABLES, FL 33134 (305) 444-4994
City/State/Zip Phone #

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Constructora Parque Central, S.A. Corp
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILNGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	

CR2E031(9/92)

ECFS

EXPRESS CORPORATE FILING SERVICE, INC.
1000 PONCE DE LEON BLVD., STE: 101, CORAL GABLES, FL 33134
PH: (305)444-4994 FAX: (305)444-4977

ATTN: BECKY McKNIGHT

AFFIDAVIT

I RAMON GARZON GARZON SECRETARY OF INVERSIONES PARQUE CENTERAL S.A., CORP. & CONSTRUCTORA PARQUE CENTRAL, S.A., CORP. HEREBY INFORM YOU THAT I HAVE MADE AN ERROR AT THE TIME OF SUBMITTING THE APPLICATION BY FOREIGN CORPORATION WITH THE SECRETARY OF STATE, I LISTED THE WRONG DATE OF TRANSACTING BUSINESS IN FLORIDA. IT SHOULD BE UPON QUALIFICATION BY YOUR OFFICE. I WOULD LIKE TO RESOLVE THIS AS SOON AS POSSIBLE.

RAMON GARZON GARON

RAMON GARZON GARZON

FILED
2006 JUL -7 A 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

Yanet Avila

NOTARY PUBLIC
YANET AVILA *DD376458*

YANET AVILA
Notary Public - State of Florida
My Commission Expires Dec 2, 2008
Commission # DD 376458
Bonded By National Notary Assn.
NOTARY PUBLIC STATE OF FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2006

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: CONSTRUCTORA PARQUE CENTRAL, S.A., CORP.
Ref. Number: W06000029426

We have received your document for CONSTRUCTORA PARQUE CENTRAL, S.A., CORP. and your check(s) totaling $157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is $2,300.00.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 106A00042933

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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. CONSTRUCTORA PARQUE CENTRAL, S.A., 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. BOGOTA, COLOMBIA
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. MARCH 10, 2004
(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. 2121 PONCE DE LEON BLVD. STE: 1050, CORAL GABLES, FL 33134
(Principal office address)

2121 PONCE DE LEON BLVD. STE: 1050, CORAL GABLES, FL 33134
(Current mailing address)

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2006 JUL -7 A 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. 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: CONSULTING SERVICES OF SOUTH FLORIDA, INC.

Office Address: 2121 PONCE DE LEON BLVD. STE: 1050

CORAL GABLES, Florida 33135
(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:

A. DIRECTORS

Chairman: ______

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS

FILED
2006 JUL -7 A 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

President: Julian Salcedo Benavides

Address: Cra. 13 No. 28-17, P-6

Bogota, Colombia

Vice President: ______

Address: ______

______

Secretary: Ramón Garzon Garzon

Address: Cra. 13 No. 28-17, P-6, Bogota, Colombia

Treasurer: ______

Address: ______

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

13. RAMÓN GARZON GARZON
(Signature of Director or Officer listed in number 12 of the application)

14. RAMÓN GARZON GARZON (Secretary)
(Typed or printed name and capacity of person signing application)

01

50332066

* *

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 : CONSTRUCTORA PARQUE CENTRAL S A
N.I.T. : 800028206-4
DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 00320737

CERTIFICA :

CONSTITUCION: ESCRITURA PUBLICA NO.520, NOTARIA 23 DE BOGOTA DEL 26 DE FEBRERO DE 1.988, INSCRITA EL 10 DE MARZO DE 1.988, BAJO EL NO. 230.835 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL, DENOMINADA PARQUE CENTRAL BAVARIA S.A.

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO. 1718 DE LA NOTARIA 23 DE BOGOTA D.C. DEL 15 DE MAYO DE 2003, INSCRITA EL 22 DE MAYO DE 2003 BAJO EL NUMERO 880839 DEL LIBRO IX, LA SOCIEDAD DE LA REFERENCIA CAMBIO SU NOMBRE DE: PARQUE CENTRAL BAVARIA S .A ., POR EL DE: CONSTRUCTORA PARQUE CENTRAL BAVARIA S.A.

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO. 4443 DE LA NOTARIA 23 DE BOGOTA D.C. DEL 20 DE NOVIEMBRE DE 2003, INSCRITA EL 26 DE NOVIEMBRE DE 2003 BAJO EL NUMERO 908119 DEL LIBRO IX, LA SOCIEDAD DE LA REFERENCIA CAMBIO SU NOMBRE DE: CONSTRUCTORA PARQUE CENTRAL BAVARIA S.A., POR EL DE: CONSTRUCTORA PARQUE CENTRAL S.A.

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO.7.095 DEL 23 DE DICIEMBRE DE 1. 996 DE LA NOTARIA 23 DE SANTAFE DE BOGOTA, INSCRITA EL 26 DE DICIEMBRE DE 1.996 BAJO EL NO. 567.658 DEL LIBRO IX, SE FUSIONO CON LA SOCIEDAD CONSTRUCTORA COLOMBIANA S.A. ABSORBIENDOLA.

CERTIFICA :

REFORMAS:

ESCRITURAS NO.	FECHA	NOTARIA	INSCRIPCION
3532	23-VII-1991	23 BOGOTA	2-VIII-1991-NO.334937
7095	23-XII-1996	23 STAFE BTA	26-XII--1996-NO.567658
0001718	2003/05/15	00023 BOGOTA D.C.	00880839 2003/05/22
0004443	2003/11/20	00023 BOGOTA D.C.	00908119 2003/11/26

SIN QUE ELLO LLEGUE A CONFIGURAR INTERMEDIACION FINANCIERA. 9) CONSTITUIR, CAUCIONES REALES O PERSONALES SOBRE TODA CLASE DE BIENES, EN GARANTIA DE LAS OBLIGACIONES QUE CONTRAIGA LA SOCIEDAD., 10) FORMAR PARTE DE OTRAS SOCIEDADES EN COLOMBIA O EN EL EXTERIOR, COMO CONSTITUYENTE DE ELLAS O A CUALQUIER TITULO, ABSORBER OTRAS SOCIEDADES DE OBJETO SIMILAR O FUSIONARSE CON ELLAS BAJO LAS MODALIDADES PREVISTAS, 11) OBRAR COMO MANDATARIO O AGENTE DE TERCEROS, 12) PARTICIPAR EN LICITACIONES Y CONCURSOS PUBLICOS Y PRIVADOS O EN CONTRATACIONES DIRECTAS. 13) CELEBRAR Y EJECUTAR EN GENERAL TODOS LOS ACTOS, NEGOCIO O CONTRATOS PREPARATORIOS, COMPLEMENTARIOS O ACCESORIOS DE TODAS LAS ANTERIORES OPERACIONES O QUE SE RELACIONES DIRECTA O INDIRECTAMENTE CON EL OBJETO SOCIAL TAL CUAL HA SIDO DETERMINADO EN EL PRESENTE ARTICULO. PARAGRAFO: LE QUEDA EXPRESAMENTE PROHIBIDO A LA SOCIEDAD CONSTITUIRSE EN GARANTE DE LAS OBLIGACIONES DE TERCEROS SALVO QUE REPORTE ALGUN BENEFICIO PARA LA SOCIEDAD; DECISION QUE TOMARA LA JUNTA DIRECTIVA DE LA SOCIEDAD.

CERTIFICA :

CAPITAL:

** CAPITAL AUTORIZADO **

VALOR :$400,000,000.00
NO. DE ACCIONES:40,000,000.00
VALOR NOMINAL :$10.00

** CAPITAL SUSCRITO **

VALOR :$267,454,220.00
NO. DE ACCIONES:26,745,422.00
VALOR NOMINAL :$10.00

** CAPITAL PAGADO **

VALOR :$267,454,220.00
NO. DE ACCIONES:26,745,422.00
VALOR NOMINAL :$10.00

CERTIFICA :

** JUNTA DIRECTIVA: PRINCIPAL(ES) **

QUE POR ACTA NO. 0000030 DE ASAMBLEA DE ACCIONISTAS DEL 18 DE MAYO DE 2005 , INSCRITA EL 20 DE MAYO DE 2005 BAJO EL NUMERO 00992141 DEL LIBRO IX , FUE(RON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
PRIMER RENGLON	
SALCEDO BENAVIDES JULIAN	C.C.00091209866
SEGUNDO RENGLON	
MONTOYA CHALA GERMAN AUGUSTO	C.C.00079202785
TERCER RENGLON	
SARMIENTO LEON MARIA PIEDAD	C.C.00051747197

QUE POR ACTA NO. 0000030 DE ASAMBLEA DE ACCIONISTAS DEL 18 DE MAYO DE 2005 , INSCRITA EL 24 DE MAYO DE 2005 BAJO EL NUMERO

* *

EL PRESUPUESTO DE INVERSIONES, INGRESOS Y GASTOS QUE REQUIERA LA COMPAÑIA. F. PRESENTAR A LA JUNTA DIRECTIVA EN TIEMPO OPORTUNO LOS ESTADOS FINANCIEROS DE PROPOSITO GENERAL INDIVIDUALES, Y CONSOLIDADOS CUANDO SEA DEL CASO, CON SUS NOTAS, CORTADOS AL FIN DEL RESPECTIVO EJERCICIO, JUNTO CON LOS DOCUMENTOS QUE SEÑALE LA LEY Y EL INFORME DE GESTION, ASI COMO EL ESPECIAL CUANDO SE DE LA CONFIGURACION DE UN GRUPO EMPRESARIAL, TODO LO CUAL SE PRESENTARA A LA ASAMBLEA GENERAL DE ACCIONISTAS. G. AL IGUAL QUE LOS DEMAS ADMINISTRADORES, DEBERA RENDIR CUENTAS COMPROBADAS DE SU GESTION AL FINAL DE CADA EJERCICIO, DENTRO DEL MES SIGUIENTE A LA FECHA EN LA CUAL SE RETIRE DE SU CARGO Y CUANDO SE LAS EXIJA EL ORGANO QUE SEA COMPETENTE PARA ELLO. PARA TAL EFECTO, SE PRESENTARAN LOS ESTADOS FINANCIEROS QUE FUEREN PERTINENTES, JUNTO CON UN INFORME DE GESTION. H. CON LAS RESTRICCIONES QUE ESTABLECEN LA LEY Y LOS ESTATUTOS, EL GERENTE PODRA CELEBRAR O EJECUTAR TODOS LOS ACTOS Y CONTRATOS COMPRENDIDOS DENTRO DEL OBJETO SOCIAL O QUE SE RELACIONEN DIRECTAMENTE CON LA EXISTENCIA Y EL FUNCIONAMIENTO DE LA SOCIEDAD. I. CUMPLIR LOS DEMAS DEBERES QUE LE SEÑALEN LOS REGLAMENTOS DE LA SOCIEDAD Y LOS QUE LE CORRESPONDEN POR EL CARGO QUE EJERCE. SON FUNCIONES DE LOS SUPLENTES DEL GERENTE DE LA SOCIEDAD: A. REEMPLAZAR AL GERENTE, POR SU ORDEN, EN LAS FALTAS TEMPORALES Y ACCIDENTALES; TAMBIEN EN LAS ABSOLUTAS, MIENTRAS LA JUNTA DIRECTIVA HACE NUEVO NOMBRAMIENTO. B. REPRESENTAR A LA SOCIEDAD ANTE LAS AUTORIDADES GUBERNAMENTALES, CONTENCIOSO ADMINISTRATIVAS O JUDICIALES, INFORMANDO DE ELLO A LA JUNTA DIRECTIVA Y AL GERENTE DE LA SOCIEDAD. C. DESEMPEÑAR LAS DEMAS FUNCIONES QUE LES SEÑALE LA JUNTA DIRECTIVA Y EL GERENTE DE LA SOCIEDAD. CORRESPONDE A LA JUNTA DIRECTIVA: AUTORIZAR AL GERENTE DE LA SOCIEDAD PARA QUE PROMUEVA INVESTIGACIONES CIENTIFICAS O TECNOLOGICAS, O PARA QUE EFECTUE DONACIONES O CONTRIBUCIONES TODO LO ANTERIOR DE CONFORMIDAD CON LO ESTABLECIDO EN EL OBJETO SOCIAL, CUANDO LA CUANTIA SEA O EXCEDA DE QUINIENTOS MIL PESOS ($500,000.00)

CERTIFICA :

** REVISOR FISCAL: **

QUE POR ACTA NO. 0000030 DE ASAMBLEA DE ACCIONISTAS DEL 18 DE MAYO DE 2005 , INSCRITA EL 23 DE MAYO DE 2005 BAJO EL NUMERO 00992372 DEL LIBRO IX , FUE(RON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
REVISOR FISCAL PRINCIPAL	
CEDIEL SANCHEZ GUILLERMO	C.C.00019066729
REVISOR FISCAL SUPLENTE	
RINCON PINEDA AURA MIRIAM	C.C.00051994999

NEW LAND TRANSLATIONS

Bogota Chamber of Commerce
Downtown Office

May 3, 2006 Time 12:22:21
01C12050309006MCA0407 Page 001

In June of this year a Board of Directors and Auditor will be elected at the Chamber of Commerce. Registration of candidates shall be done during the first half of May. For detailed information, come to the main office, 5th Floor or call 5941000, extension 1639.

Certificate of Existence and Legal Representation, or Documents Registration. The Chamber of Commerce of Bogota, based upon the registration and records of the Commerce Registry.

ATTESTS

Name: Constructora Parque Central S.A.
Tax ID: 800028206-4
Address: Bogota D.C.

ATTESTS

Record number 00320737

ATTESTS

Incorporation: By Public Record 520 issued by the 23rd Notary Public of Bogota, dated February 28, 1988, recorded on March 10, 1988, under number 230.835 of Book IX, the corporation by the name of Parque Central Bavaria S.A. was incorporated.

ATTESTS

That by Public Record number 1718 of Notary 23rd of Bogota D.C. dated May 15, 2003, recorded on May 22, 2003, under number 880839 of Book IX, the referred corporation changed its name from Parque Central Bavaria S.A. to Constructora Parque Central Bavaria S.A.

ATTESTS

That by Public Record number 4443 of Notary 23rd of Bogota D.C. dated November 20, 2003, recorded on November 26, 2003 under number 908119 of Book IX, the referred corporation changed its name from Constructora Parque Central Bavaria S.A. to Constructora Parque Central S.A:

ATTESTS

That by Public Record number 7.095 December 23, 1996of Notary 23rd of Santafe de Bogota, recorded on December 26, 1996, under number 567.658 of Book IX, it merged with the corporation Constructora Colombiana S.A., absorbing it.

ATTESTS

Reforms

Record number	Date	Notary	Inscription
3532	07-23-1991	23rd Bogota	08-02-1991 # 334937
7095	12-23-1996	23rd Bogota	07-26-1996 # 567658
0001718	05-15-2003	23rd Bogota	05-22-2003# 00880839
0004443	11-20-2003	23rd Bogota	11-26-2003# 00908119
0003141	08-23-2004	23rd Bogota	08-27-2004#00949986
0004144	10-19-2004	23rd Bogota	10-26-2004# 00959246
0001726	05-19-2005	23rd Bogota	05-20-2004 #00992140
0006606	10-14-2005	20th Bogota	10-20-2005 #01017299
0000197	01-27-2006	23rd Bogota	01-31-2006# 01035944
0002635	12-29-2000	7th Bogota	12-29-2000 #00759159
	12-28-2003	*1st Bogota*	*12-29-2000 #00759160*
	11-18-2003	10th Bogota	11-24-2003 00907716

Validity: The Corporation is not dissolved; its duration is until December 31, 2050.

ATTESTS

Corporate Goals: The corporate goals are the following 1) Planning, development, construction, financing, promotion and sale of *infrastructure* projects, urban or rural projects, residential, institutional, industrial and commercial, as well as the development of improvements to them, whether directly or by using third parties. 2) The acquisition, administration, exploitation and purchase in Colombia or outside of the country, of all type of real estate property, whether urban or rural, such as homes, buildings, lots and condominiums, seeking to plan, promote, manage, design, build and commercialize real estate products. 3) Participate in contests and public and private bids or in direct contracting for the construction, remodeling, managing, restructuring, design, consultancy and auditing for development *of infrastructure projects, urban or rural, residential*, institutional, industrial, commercial and in general of civil works of all type and use. While developing its corporate goals the corporation may conduct the following activities: 1) Execute and carry out all the actions and licit commercial and civil contracts , including among them acquiring at any title, all types of real estate property and assets, lease them, purchase them or encumber them, import them or export them under its own self or representing third parties or participating *with them, 2) Intervene as debtor or creditor in all types of* credit operations executed with their partners or with third parties, receiving or granting warranties in case there is the need for them. The corporation cannot guarantee obligations which do not belong to it; nor pledge them with its own assets. 3) Execute all the active, passive and neutral activities related with the assets and businesses of the corporation, with banks, insurance companies, leasing companies, trust corporations, pension plan management companies, Colombian or foreign pension plan companies, and other financial companies, 4) Negotiate with other parties, whether private persons or legal entities, to get in opportune and efficient time the raw materials, materials, goods, tools, equipment and services in Colombia or outside of the country which can be useful or necessary for attaining its objective, 5) Execute leasing contracts, mortgage, pawn, antichresis, usufruct, deposit, warranty, management, trust, mandate, agency, commission, and bank deposits regarding the corporation's assets, 6) Issue, accept, endorse, collect, pay and negotiate all type of securities and values, 7) Pledge its patrimony, 8) Participate in credit operations, such as mutual contract with or without interest, without necessary configuring financial brokerage.

brokerage operations, 9) Constitute real estate or personal pledges over all type of assets, as warranty for the obligations contracted by the company, 10) Become part of other corporations in Colombia or outside of the country, as owner of them or at any title, absorb other corporations of similar goals or merge with them under the foregoing ways. 11) Operate as legal representative or agent for third parties, 12) Participate in contests and private and public bids or in direct contracts 13) Execute and carry out in general all the actions, businesses or preparatory contracts, complementary or accessories of all the aforesaid operations, or that relate directly or indirectly with the corporate goal as it has been defined in this article. Paragraph: The Corporation is expressly forbidden to constitute itself as warrantor of third parties' obligations, unless such actions result beneficial for the corporation, in which case the decision shall be made by the Board of Directors.

ATTESTS

Capital	In US Dollars)
	Authorized Capital
Value	$154,000
Number of shares	40'000,000
Nominal Value	0.00385
	Subscribed Capital
Value	$103,000
Number of shares	26'745,422
Nominal value	0.00385
	Paid in Capital
Value	$103,000
Number of shares	26'745,422
Nominal value	0.00385

ATTESTS

Board of Directors Members

That by record number 0000030 issued by the Shareholder Assembly on May 18, 2005, recorded on May 20, 2005 under number 00992141 of Book IX, the following members were appointed:

Name	Identification
Salcedo Benavides Julian	Identity card 00091209866
Montoya Chala German Augutso	Identity card 00079202785
Sarmiento Leon Maria Piedad	Identity card 00051747197

That by Record number 0000030 issued by the Shareholders Assembly dated May 18, 2005, recorded on May 24, 2005 under number 00992670 of Book IX, the following members were appointed:

Name	Identification
Garzon Garzon Ramon	Identity card 00079332742
Barrera Castro Diego	Identity card 00080409774

ATTESTS

Substitute Board of Directors

That by record number 0000030 of the Shareholders Assembly, dated May 18, 2005, recorded on May 20, 2005 under number 00992141 of Book IX, the following appointments were made:

Name	Identification
Delgado Orozco Diana Isabel	Identity card 00063322608
Diaz Rodriguez Martha Trinidad	Identity card 00039660626
Cuberos Riveros Carlos Mario	Identity card 00079148697
Hortua Rincon Edna Margot	Identity card 00051867677
Ramirez Vallejo Andres	Identity card 00010134425

ATTESTS

Legal Representative: The Legal Representative is the Manager. The Manager of the corporation will have three (3) substitutes elected by the Board of Directors

ATTESTS

That by record number 0000202 of the Board of Directors, dated April 7, 2006, recorded on April 7, 2006 under number 01049149 of Book IX, the following appointments were made:

Name	Identification
Manager	
Salcedo Benavides Julian	Identity card 00091209866
First Substitute Manager	
Garzon Garzon Ramon	Identity card 00079332742
Second Substitute Manager	
Montoya Chala German Augusto	Identity card 00079202785
Third Substitute Manager	
Sarmiento Leon Maria Piedad	Identity card 00051747197

ATTESTS

Faculties of the Legal Representative: The General Manager will have the following special functions: a) He legally represents the partnership b) Execute and make others comply with the agreements and resolutions from the General Shareholders Assembly and the Board of Directors. c) Make all actions and execute the contracts to comply with the corporation's objectives or to give money or sign any contract up to an amount of US$57,700. If the amount is exceeded, it must be submitted to the authorization of the Board of Directors. The corporation will not be obligated by actions or contracts made by the Manager contravening the stipulation in this paragraph. Any other business exceeding the amount fixed requires a previous authorization from the Board of Directors. d) Freely appoint and remove all the employees of the corporation, whose appointment is not the attribution of the General Assembly or the Board of Directors.

e) Opportunely present the investment and the income- expense budgets for consideration of the Board of Directors the investment budget, income and expenses required by the company. f) Timely present to the Board of Directors the company's financial statements, and consolidated financial statements whenever necessary, with their respective financial attachments at the end of the fiscal year, substantiated with the documentation as required by law, and the yearly corporate management report, as well as the special report whenever needed, upon the possibility of configuring a corporate holding; all of which will be presented to the General Shareholders Assembly. g) Like the other managers, he shall render the accountability of his managerial activities at the end of each fiscal year, within a month after leaving his post and whenever he is obliged by the competent department within the organization. For this effect, he shall present the pertinent financial statements, together with a management report. h) Including the restrictions stipulated by law and the bylaws, the Manager can execute or sign all the actions and contracts comprehended within the corporate goals or directly related with the existence and functioning of the corporation. I) Comply all other duties as indicated by the corporate bylaws and those that pertain to him pursuant to the job he performs. The substitute managers will have the following functions: a) replace the Manager, as stated, during his temporary and accidental absence; also during his absolute absences, while the Board of Directors appoints a replacement. B) Represent the corporation before governmental authorities, in administrative or judicial litigations, reporting the results to the Board of Directors and to the corporation's Manager. C) Carry out all the other functions as indicated by the Board of Directors and the corporation's Manager. It is the duty of the Board of

Directors to authorize the Manager to promote scientific or technological research, or to make donations or contributions, all of the foregoing pursuant to the corporate goals, when the amount exceeds US$195.00

ATTESTS

Auditor

That by record number 0000030 the Shareholders Assembly on May 18, 2005, recorded on May 23, 2005 under number 00992372 of Book IX, the following persons were appointed:

Name	Identification
Main Auditor	
Cediel Sanchez Guillermo	Identification card 00019066729
Substitute Auditor	
Rincon Pineda Aura Miriam	Identification card 00051994999

ATTESTS

That by resolution number AN-10749 dated September 16, 1988 by the Ruling Office for Industry and Commerce, recorded on October 14, 1988 under number 248066 of Book IX, the corporation received its definitive authorization to start operations.

ATTESTS

Address to receive subpoenas: Cra. 13 No. 28- 7 Pso.6
City: Bogota D.C.
Commercial Address: Cra. 13 No. 28-17 Pso 6
City: Bogota D.C.
Email;: MFRANCO@CPC.COM.CO

ATTESTS

That by private document issued by the Legal representative of Bogota D.C. dated October 19, 2004, recorded on October 22, 2004 under number 00958777 of Book IX, it is notified that it has been configured a control situation by part of the main corporation Constructora Parque Central S.A., regarding the following subordinated corporations:

- Central Park Investment

Address (outside of the country)

That by private document of Bogota D.C. dated January 8, 1998, recorded on January 15, 1998 under number 00618003 which has configured a control situation with the referred corporation.

ATTESTS

Pursuant to stipulation by law 962 of 2005, the registrations herein made are valid after five (5) business days from the inscription date, as long as they are not the object of governmental resources.

The Secretary of the Chamber of Commerce
This certificate is free.

NEW LAND TRANSLATIONS

Pursuant to decree 2150 of 1995 and the authorization issued by the Ruling Office for Industry and Commerce in letter dated November 18, 1996, the electronic signature appearing herein is totally valid for all legal aspects. Signature (illegible).

I hereby certify that this translation made from Spanish is correct in its entirety and that I am qualified to make it. Issued in Miami Florida on 06/26/06.

Hector Burga
Member Florida Chapter
American Translators Association

State of Florida
County of Dade
Sworn to and subscribed before me
this 26th day of JUNE 2006
By HECTOR BURGA
Produced indentification —
Type of ID —
ANGELICA I. BURGA
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
Angelica I. Burga
Commission # DD317359
Expires August 3, 2008
Bonded Troy Fain - Insurance, Inc 800-385-7019