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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W06-29430

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134

City/State/Zip

(305) 444-4994

Phone #

OFFICE USE ONLY

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

1. Inversiones 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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



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

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

06 JUL -7 AM 10:29

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 29, 2006

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: INVERSIONES PARQUE CENTRAL, S.A., CORP.
Ref. Number: W06000029430

We have received your document for INVERSIONES 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 \$1,150.00.

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: 806A00042936

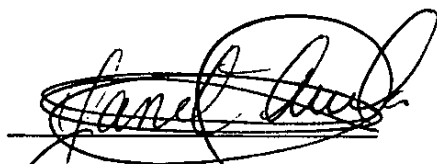
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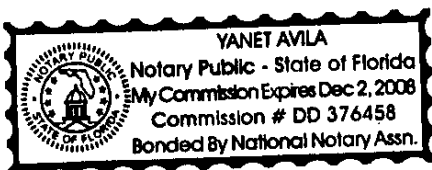
I RAMON GARZON GARZON SECRETARY OF INVERSIONES PARQUE CENTRAL S.A., CORP. & CONSTRUCTORA PARQUE CENTRAL, S.A., CORP. HEREBY INFORM YOU THAT I HAVE MADE AN ERROR AT THE TIME OF SUBMITTING THE APPLICATION BY FOREIGN CORPORATION WITH THE SECRETARY OF STATE, I LISTED THE WRONG DATE OF TRANSACTING BUSINESS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

RAMON GARZON GARZON

RAMON GARZON GARZON

STATE OF FLORIDA
COUNTY OF DADE


NOTARY PUBLIC
YANET AVILA DD376458



FILED
2006 JUL -7 A 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. INVERSIONES 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. JANUARY 14, 2005

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 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)

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**

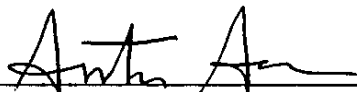
(City)

(Zip code)

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2006 JUL -7 A 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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)

FILED
2006 JUL -7 A 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



01



* 5 0 3 3 2 0 6 2 *

CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

3 DE MAYO DE 2006

01C12050308905LHS1004

FILED

2006 JUL -7 A 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
HOJA 001

* EN JUNIO DE ESTE AÑO SE ELEGIRAN JUNTA DIRECTIVA Y REVISOR *
* FISCAL DE LA CAMARA DE COMERCIO, LAS INSCRIPCIONES DE *
* CANDIDATOS DEBE HACERSE DURANTE LA PRIMERA QUINCENA DE MAYO. *
* PARA INFORMACION DETALLADA DIRIGIRSE A LA SEDE PRINCIPAL 50 *
* PISO O COMUNICARSE CON EL TELEFONO 5941000 EXTENSION 1639. *

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 : INVERSIONES PARQUE CENTRAL S A

N.I.T. : 830513128-7 ADMINISTRACION: BOGOTA PERSONAS JURIDICAS, REGIMEN COMUN.

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 01441607

CERTIFICA :

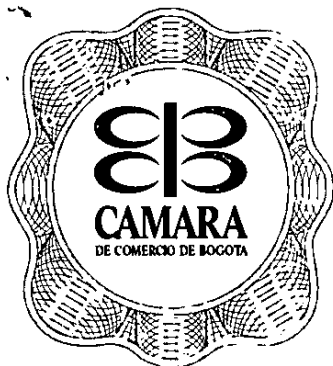
CONSTITUCION : QUE POR ESCRITURA PUBLICA NO. 0005190 DE NOTARIA 23 DE BOGOTA D.C. DEL 16 DE DICIEMBRE DE 2004 , INSCRITA EL 14 DE ENERO DE 2005 BAJO EL NUMERO 00972122 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA: INVERSIONES PARQUE CENTRAL S A

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 30 DE SEPTIEMBRE DE 2050 .

CERTIFICA :

OBJETO SOCIAL : EN DESARROLLO DE SU OBJETO SOCIAL, LA SOCIEDAD REALIZARA: 1) INVERSIONES EN SOCIEDADES, TITULOS EN GENERAL, BONOS, ACCIONES; 2) ESTRUCTURACION DE EMISIONES DE TITULOS EN GENERAL, PORTAFOLIOS DE INVERSION COLECTIVA, ASESORANDO O REALIZANDO LA ADMINISTRACION DE PORTAFOLIOS; 3) REALIZAR TRABAJOS DE CONSULTORIA TECNICA, ECONOMICA, FINANCIERA EN GENERAL A COMPAÑIAS NACIONALES O EXTRANJERAS;) LA PROMOCION, CONSTITUCION DE SOCIEDADES, OTRAS PERSONAS JURIDICAS O EMPRESAS CUALESQUIERA QUE SEA SU NATURALEZA U OBJETO, MEDIANTE LA ADQUISICION O SUSCRIPCION DE ACCIONES, PARTES O CUOTAS DE INTERES SOCIAL O HACIENDO APORTES DE CUALQUIER ESPECIE; 5) LA ADQUISICION, POSESION Y EXPLOTACION DE PATENTES, NOMBRES COMERCIALES, MARCAS, SECRETOS INDUSTRIALES, LICENCIAS U OTROS DERECHOS CONSTITUTIVOS DE PROPIEDAD INDUSTRIAL; 6) LA INVERSION EN BIENES MUEBLES E INMUEBLES, SU VENTA, SU PERMUTA, GRAVAMENES, ARRENDAMIENTOS, Y EN GENERAL LA NEGOCIACION DE LOS MISMOS, Y RESPECTO DE LOS INMUEBLES, LA PROMOCION O EJECUCION DE TODOS LOS NEGOCIOS RELACIONADOS CON FINCA RAIZ, TALES COMO URBANIZACION, PARCELACION Y CONSTRUCCION DE EDIFICACIONES; 7) EFECTUAR CUALESQUIERA



01



* 5 0 3 3 2 0 6 3 *

CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

3 DE MAYO DE 2006

HORA 12:22:08

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HOJA : 002

* * * * *

QUE POR ESCRITURA PUBLICA NO. 0005190 DE NOTARIA 23 DE BOGOTA D.C. DEL 16 DE DICIEMBRE DE 2004 , INSCRITA EL 14 DE ENERO DE 2005 BAJO EL NUMERO 00972122 DEL LIBRO IX , FUE(RON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
PRIMER RENGLON	
CARDOZO CRUZ JUAN CARLOS	C.C.00091260794
SEGUNDO RENGLON	
SARMIENTO LEON MARIA PIEDAD	C.C.00051747197
TERCER RENGLON	
ZITZMAN RIEDLER WERNER	C.E.00000071304
NOVENO RENGLON	
CARDOZO CRUZ JUAN CARLOS	C.C.00091260794

CERTIFICA :

** NOMBRAMIENTOS : **

QUE POR ACTA NO. 0000001 DE JUNTA DIRECTIVA DEL 19 DE SEPTIEMBRE DE 2005 , INSCRITA EL 4 DE OCTUBRE DE 2005 BAJO EL NUMERO 01014610 DEL LIBRO IX , FUE(RON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
GERENTE GENERAL	
GARZON GARZON RAMON	C.C.00079332742
SUPLENTE DEL GERENTE	
MONTOYA CHALA GERMAN AUGUSTO	C.C.00079202785

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL : EL GERENTE GENERAL TENDRA, APARTE DE LAS FACULTADES Y DEBERES QUE TEMPORALMENTE LE DELEGUE O ASIGNE LA JUNTA DIRECTIVA, LOS SIGUIENTES: 1) REPRESENTAR LEGALMENTE A LA SOCIEDAD ANTE LAS AUTORIDADES DE CUALQUIER ORDEN O NATURALEZA Y ANTE OTRAS PERSONAS NATURALES O JURIDICAS, CON FACULTAD PARA NOVAR, TRANSIGIR, CONCILIAR, COMPROMETER Y DESISTIR Y PARA COMPARECER EN JUICIOS EN QUE SE DISPUTE LA PROPIEDAD O CUALQUIER OTRO DERECHO RADICADO EN BIENES SOCIALES, INMUEBLES Y MUEBLES. 2) DENTRO DE LAS NORMAS Y ORIENTACIONES QUE DICTE LA JUNTA, DIRIGIR LOS NEGOCIOS DE LA SOCIEDAD, VIGILAR LOS BIENES DE LA MISMA, SUS OPERACIONES, TECNICAS, SU CONTABILIDAD Y CORRESPONDENCIA. 3) CUMPLIR Y HACER CUMPLIR LOS ESTATUTOS Y REGLAMENTOS DE LA SOCIEDAD. 4) CELEBRAR CUALQUIER CLASE DE CONTRATOS RELATIVOS AL OBJETO SOCIAL ASI COMO LOS DE VENTA, HIPOTECA Y ARRENDAMIENTO DE INMUEBLES, DE ACUERDO CON LAS LIMITACIONES ESTABLECIDAS EN EL PRESENTE INSTRUMENTO. 5) ALTERAR LA FORMA DE LOS BIENES INMUEBLES POR SU NATURALEZA O SU DESTINO. 6) NOMBRAR A LAS PERSONAS QUE DEBEN DESEMPEÑAR LOS CARGOS CREADOS POR LA JUNTA DIRECTIVA, ASI COMO RETIRARLAS Y REEMPLAZARLAS CUANDO HAYA LUGAR; 7) NOMBRAR APODERADOS ESPECIALES. Y 8) CONVOCAR A LA ASAMBLEA GENERAL DE ACCIONISTAS, DE ACUERDO A LO ESTIPULADO EN ESTOS ESTATUTOS; 9) REALIZAR LOS ESFUERZOS CONDUCENTES AL ADECUADO DESARROLLO DEL OBJETO SOCIAL; 10) VELAR

NEW LAND TRANSLATIONS

FILED

Bogota Chamber of Commerce
Downtown Office

2006 JUL -7 A 10:30

May 3, 2006
01C12050308905LHS1004

Time 12:22:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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: Inversiones Parque Central S.A.
Tax ID: 830513128-7 Administration: Bogota Legal Entities
Common Regime
Address: Bogota D.C.

ATTESTS

Record number: 01441607

ATTESTS

Incorporation: By Public Record 0005190 issued by the 23rd Notary Public of Bogota, dated December 16, 2004, recorded on January 14, 2005 under number 00972122 of Book IX, the commercial corporation by the name of Inversiones Parque Central S.A. was incorporated

ATTESTS

Validity: The Corporation is not dissolved. Its duration is until September 30, 2050.

ATTESTS

Corporate Goals: The corporation may exercise the following to attain its corporate goals 1) Investments in corporations, securities in general, bonds, shares; 2) Structuring the issue of securities in general, collective investment portfolios, consulting or conducting the administration of portfolios; 3) Conduct works of technical, economic, and financial consultancy in general to national and foreign companies; 4) Promotion, incorporation of partnerships, other legal entities or corporations, no matter their nature or objective, by the acquisition of purchase of shares, parts or partnership quotas or by making payments of any kind; 5) The acquisition, possession and exploitation of patents, commercial names, brand names, industrial secrets, licenses or other corporate rights of industrial property; 6) investments investment in real estate property and assets, their sale,

NEW LAND TRANSLATIONS

interchange, liens, lease and in general the negotiation of them, and regarding the real estate property, the promotion and execution of all businesses related with them, such as urban developments, land parcels and building construction; 7) Conduct any credit operation related with the acquisition or sale of real estate property or assets; 8) Invest the funds or availability in financial assets or real estate financial instruments, such as titles issued by financial institutions or public agencies, mortgage bonds, titles, securities, bonds, as well as their negotiation, sale, exchange or lien; 9) Carry out financial audit and accounting services; 10) Sale-purchase of all type of titles and securities traded in the national and international financial and stock markets, which correspond to the primary or secondary market, the arbitration and brokerage of foreign currency, or titles in foreign currency, whether conducting all type of businesses with financial, stock and real estate markets, including other related markets; 11) The extraction, purchase and exploitation of raw materials required for manufacture, production and trade of cement, hydraulics; 12) Likewise, it can execute investments outside of the country and receive them from outside of the country, become associated with foreign companies and open branches or agencies outside of the country, directly or by means of foreign companies, by establishing partnerships with them. The corporation can modify the nature and shape of its assets, request mortgages and accept it, obtain credits whether national or international, execute lease contracts, sale-purchase, usufruct and antichresis or use all type of real estate property or assets destined to the corporate goal and pawn them, sale them, accept pawn, give and take bonds, and in general execute any class of actions and contracts, directly related with and destined to comply with said object

ATTESTS

Capital		(In US Dollars)	
		Authorized Capital	
Value		\$38,500	
Number of shares		100,000	
Nominal Value		0.38	
		Subscribed Capital	
Value		\$19,250	
Number of shares		50,000	
Nominal value		0.38	
		Paid in Capital	
Value		\$19,250	
Number of shares		50,000	
Nominal Value		0.38	

NEW LAND TRANSLATIONS

ATTESTS

Board of Directors: Miembros

That by Public Record number 0005190 issued by the 23rd Notary Public of Bogota D.C. on December 16, 2004, recorded on January 14, 2005 under number 00972122 of Book IX, the following members were appointed:

Name	Identification
Barrera Castro Diego	Identity card 00080409774
Garzon Garzon Ramon	Identity card 00079332742
Salcedo Benavides Julian	Identity card 00091209866

Bogota Chamber of Commerce
Downtown Office

May 3, 2006
01C12050308905LHS1004

Time 12:22:08
Page 002

Substitute Board of Directors

That by Public Record number 0005190 issued by the 23rd Notary Public of Bogota D.C. on December 16, 2004, registered on January 14, 2005 under number 00972122 of Book IX, the following members were appointed.

Name	Identification
Cardozo Cruz Juan Carlos	Identity card 00091260794
Sarmiento Leon Maria Piedad	Identity card 00051747197
Zitzman Riedler Werner	Alien card 00000071304
Cardozo Cruz Juan Carlos	Identity card 00091260794

ATTESTS

Appointments

That by record number 0000001 of the Board of Director, dated September 19, 2005, recorded on October 4, 2005, under number 01014610 of Book IX, the following appointments were made:

Name	Identification
General Manager	
Garzon Garzon Ramon	Identity card 00079332742
Substitute Manager	
Montoya Chala German Augusto	Identity card 00079202785

ATTESTS

Faculties of the Legal Representative: The General Manager will have the following obligations, aside from those faculties and obligations which could be temporarily delegated to him by the Board of Directors: 1) Legally

NEW LAND TRANSLATIONS

represent the corporation before the authorities of any nature or field and before other private and legal entities, having the authority to substitute, to settle, to conciliate, to commit and to desist and to appear in trials on which it is being discussed the property or any other right related to corporate assets, real estate property and goods. 2) Manage the business of the corporation within the norms and directives given by the Board of Directors; care for the assets of the corporation, for its techniques, its accounting and correspondence. 3) Comply, and make others comply with the Bylaws and company rules. 4) Execute all types of contracts related with the corporate goal, as well as those related to sale, mortgage and lease of real estate property, pursuant to the limitations stipulated in this document. 5) Alter the assets insofar as to their nature or destination. 6) Appoint the persons, who shall execute the jobs created by the Board of Directors, as well as cease them and replace them, whenever convenient. 7) Appoint special attorneys. And 8) Convoke the General Shareholders Assembly, pursuant to stipulations in the Bylaws; 9) Make all appropriate efforts to attain the adequate development of the corporate goals; 10) Care for the proper execution of the auditing functions; 12) Safeguard and protect the commercial information; 12) Give equitable treatment to all the shareholders and respect their inspection rights. It is a privilege of the Board of Directors to authorize the Manager of the Corporation to execute all type of contracts or actions, which amount is equal or superior to two hundred minimum current legal salaries per month. It is a privilege of the Board of Directors to authorize any action implying a real estate or personal warranty.

ATTEST

Auditor

That by Public Record number 0005190 of the 23rd Notary Public of Bogota D.C. dated December 16, 2004, recorded on January 14, 2005 under number 00972122 of Book IX, the following person was appointed:

Name	Identification
Auditor Arce Diaz Maria Fernanda	Identification card 00052319852

ATTESTS

Address to receive subpoenas: Cra. 13 No. 28 17 Pso.6
City: Bogota D.C.
Commercial address: Cra. 13 No. 28 17 Pso. 6
City: Bogota D.C.

ATTESTS

Pursuant to stipulation in Law 962 of 2005, the recording decisions herein certified are valid five (5) business days after the recording date, as long as they are not the object of a legal resource by the government.

NEW LAND TRANSLATIONS

Complementary Information

The following information about the tax identification and city planning is informative.

The taxpayer is registered at the Tax Registration of the City Directorate Tax Office; date of inscription is 01/14/2005, date of delivery of the information to the city planning office is January 27, 2005.

The Secretary of the Chamber
Value is US\$1.10

Pursuant to decree 2150 of 1995 and the authorization issued by the Ruling Office for Industry and Commerce by 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 Dade
County of _____
Sworn to and subscribed before me
this 26th day of JUNE 2006
By HECTOR BURGA
Produced Identification _____
Type of ID _____
Angelica I. BURGA.
Notary Public



Angelica I. Burga
Commission # DD317359
Expires August 3, 2008
Bonded by Fain Insurance Inc. 800-385-7019