

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Segunda Fase 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:

Jorge de la Osa
(Name of Person)

Sol Meliá Vacation Club
(Firm/Company)

4700 Millenia Boulevard
(Address)

Orlando, Florida 32839
(City/State and Zip code)

For further information concerning this matter, please call:

Jorge de la Osa at (407) 370-3669
(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2007

JORGE DE LA OSA
SOL MELIA VACATION CLUB
4700 MILLENIA BLVD
ORLANDO, FL 32839

SUBJECT: SEGUNDA FASE CORP.
Ref. Number: W07000017968

We have received your document for SEGUNDA FASE CORP. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist

Letter Number: 007A00024781

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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

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1. Segunda Fase Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Puerto Rico

(State or country under the law of which it is incorporated)

3. 66-0640655

(FEI number, if applicable)

4. October 14, 2004

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 1214 Ave. Ashford, 3rd Floor, San Juan, Puerto Rico 00907

(Principal office address)

1214 Ave. Ashford, 3rd Floor, San Juan, Puerto Rico 00907

(Current mailing address)

8. Marketing Services

(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: c/o C T Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324

(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.

Anthony LiCausi

(Registered agent's signature)

Anthony LiCausi
Vice President

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: Gabriel Escarrer Julia, Director

Address: CL Gremio Toneleros 24, Palma de Mallorca, Baleares 07009 España

Vice Chairman: _____

Address: _____

Director: Gabriel Escarrer Julia, Director

Address: CL Gremio Toneleros 24, Palma de Mallorca, Baleares 07009 España

Director: Sebastian Escarrer Jaume, Director

Address: CL Gremio Toneleros 24, Palma de Mallorca, Baleares 07009 España

B. OFFICERS

President: Onofre Servera, President and Director

Address: CL Gremio Toneleros 24, Palma de Mallorca, Baleares 07009 España

Vice President: _____

Address: _____

Secretary: Andre P. Gerondeau, Secretary and Director

Address: 800 Brickell Avenue, Miami, Florida 33131

Treasurer: Gerardo Del Rio

Address: 4700 Millenia Boulevard, Suite 240, Orlando, Florida 32839

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Gerardo Del Rio, Treasurer

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



Commonwealth of Puerto Rico
DEPARTMENT OF STATE
San Juan, Puerto Rico

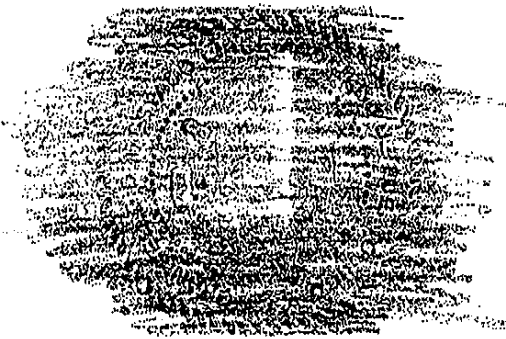
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **FERNANDO J. BONILLA**, Secretary of State of the Commonwealth of Puerto Rico,

CERTIFY: That, pursuant to the provisions of the Article 15.01 of the General Corporation Law of 1995, "**SEGUNDA FASE CORP.**", register number **141783**, a profit corporation organized under the laws of Puerto Rico, has complied with the filing of Annual Reports; therefore, it is in good standing.



IN WITNESS WHEREOF, sign the present and cause to be affixed on it the Great Seal of the Commonwealth of Puerto Rico, in the City of San Juan, today, June 15, 2007.

Fernando J. Bonilla
Secretary of State

FJB /mvo
0436348 - \$80.00

Certification of the Annual Reports Officer

I hereby certify that I have read and revised the aforementioned corporate record and that it complies with Chapter XV, Article 15.01 of the General Corporation Law.

Jun 15, 07
Date

Annual Reports Officer