

To: (850) 205-0311  
Subject: Florida Department of State  
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# F-878880073486

Florida Department of State  
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From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
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TALLAHASSEE, FLORIDA

0631-71383

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**PROXIMO SPIRITS, INC.**

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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. Proximo Spirits, Inc.  
(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. Delaware 3. Applied for  
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. July 5, 2007 5. Perpetual  
(Date of incorporation) (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. c/o Abelman, Frayne & Schwab, 686 Third Avenue - 10th Floor, New York, NY 10017  
(Principal office address)  
(Current mailing address)
8. Any lawful purpose  
(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: NRAI Services, Inc.  
Office Address: 2731 Executive Park Dr., Ste 4  
Weston, Florida 33331  
(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.*

NRAI Services, Inc.



(Registered agent's signature) Delia Taliento, Assistant Secretary

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Juan Francisco Beckmann-Vidal

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Vice Chairman: Juan Domingo Beckmann-Legorreta

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Director: Cristobal-Francisco Mariscal-Estrada

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Director: Antonio Silva-Jaraguá

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

B. OFFICERS

President: Michael V. Cheek, Chief Executive Officer

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Vice President: Mark Tesadale, President and Chief Operating Officer

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Secretary: Cristobal-Francisco Mariscal-Estrada

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

Treasurer: Antonio Silva-Jaraguá, Chief Financial Officer and Treasurer

Address: c/o Abelman Frayne & Schwab, 666 Third Avenue, 10th Floor, New York, NY 10017

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. Cristobal-Francisco Mariscal-Estrada, Secretary  
(Typed or printed name and capacity of person signing application)

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROXIMO SPIRITS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROXIMO SPIRITS, INC." WAS INCORPORATED ON THE FIFTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

2007 JUL 10 A 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5825015  
DATE: 07-09-07

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