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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : I20070000136
Phone : (305) 779-3564
Fax Number : (304) 779-3561

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Ediciones y Disenos Edicon, S.A. Corp.

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Help

**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.

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TALLAHASSEE, FLORIDA

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1. Ediciones y Disenos Edicon, 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. Panama

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

3. N/A

(FEI number, if applicable)

4. November 13, 2007

(Date of incorporation)

5. Perpetual

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

6. December 4, 2007

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Via Espana & Elvira Mendez St, Delta Tower Bldg, 2nd Fl, Panama, Panama

(Principal office address)

2525 Ponce de Leon Blvd., Penthouse 1225, Coral Gables, FL 33134

(Current mailing address)

8. All lawful business

(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: Interamerican Corporate Services LLC

Office Address: 2525 Ponce de Leon Blvd., Penthouse 1225

Coral Gables

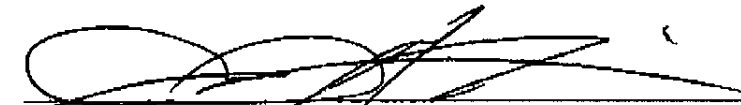
(City)

, Florida 33134

(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: See attached for names and addresses of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached for names and addresses of Officers

Address: _____

Vice President: _____

Address: _____

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. Rafael F. Luciani Rivero, Director & President

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

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Annex A
Names and Addresses of Directors and Officers

Ediciones y Diseños Edicon, S.A.

DIRECTORS:

<u>Name:</u>	<u>Address:</u>
Rafael Francisco Luciani Rivero /	Residencias Bella Vista 3C, Av Intervecinal El Hatillo, Urbanización La Boyera, Municipio El Hatillo, Edo. Miranda, Caracas 1083-A, Venezuela
Félix José Palazzi von Büren /	Conjunto Residencial Parque Anauco, Res Apex, 3D, Av. Los Próceres, San Bernardino, Caracas 1011, Venezuela
Ida María Coromoto Peralta Troconis /	Edif.. La Ladera, Apto. 43-B, calle Camino Real, Urb. Escampadero, Baruta, Edo. Miranda, Caracas, Venezuela
María Rosa Malavé Carrasco /	Residencias Bea, Apto. 2A, Av. Carlos Soublette, San Bernardino, Caracas 1011, Venezuela
Manuel Antonio Polanco Fernández	Urbanización Cerro Verde, calle del río, No. 265. Caracas, Venezuela

OFFICERS:

<u>Title/Name:</u>	<u>Address:</u>
President: Rafael Francisco Luciani / Rivero	Residencias Bella Vista 3C, Av Intervecinal El Hatillo, Urbanización La Boyera, Municipio El Hatillo, Edo. Miranda, Caracas 1083-A, Venezuela
Vice President: Félix José Palazzi von / Büren	Conjunto Residencial Parque Anauco, Res Apex, 3D, Av. Los Próceres, San Bernardino, Caracas 1011, Venezuela
Treasurer: Ida María Coromoto Peralta / Troconis	Edif.. La Ladera, Apto. 43-B, calle Camino Real, Urb. Escampadero, Baruta, Edo. Miranda, Caracas, Venezuela
Secretary: María Rosa Malavé Carrasco /	Residencias Bea, Apto. 2A, Av. Carlos Soublette, San Bernardino, Caracas 1011, Venezuela

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TRANSLATION

REPUBLIC OF PANAMA
PANAMA PUBLIC REGISTRY
CERTIFIES
BY VIRTUE OF REQUEST: 07-209019

No. 716162
PAG-1
// JOVA2//

----- THAT THE CORPORATION: -----

EDICIONES Y DISEÑOS EDICON, S.A.

Is duly recorded at Microjacket: 591765 Document: 1243836 as of November sixteenth, two thousand seven.

THAT the corporation is in Good Standing.

THAT its Subscribers are:

- 1) ELISEO DE LEON
- 2) ELISA EDGHILL

THAT its directors are:

- 1) RAFAEL FRANCISCO LUCIANI RIVERO
- 2) FELIX JOSE PALAZZI VON BÜREN
- 3) IDA MARIA COROMOTO PERALTA TROCONIS
- 4) MARIA ROSA MALAVÉ CARRASCO
- 5) MANUEL ANTONIO POLANCO FERNANDEZ

THAT its Officers are:

PRESIDENT	-	RAFAEL FRANCISCO LUCIANI RIVERO
VICE PRESIDENT	-	FELIX JOSE PALAZZI VON BÜREN
TREASURER	-	IDA MARIA COROMOTO PERALTA TROCONIS
SECRETARY	-	MARIA ROSA MALAVÉ CARRASCO

THAT the Legal Representation will be exercised:

The president and in his absence the vice-president or any person designated by the board of directors.

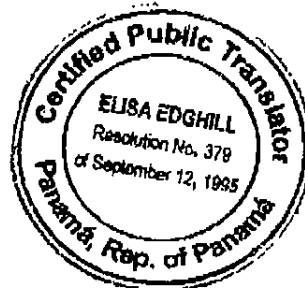
THAT its Resident Agent is ROSAS Y ROSAS

THAT the capital is of 10,000.00 American Dollars.

THAT its Duration is Perpetual

THAT its Domicile is Panama

Issued and signed in the Province of Panama on the thirteenth day of December, two thousand seven at 04:16:05, P.M.



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TALLAHASSEE, FLORIDA

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NOTE: This certificate paid the revenue
Stamps for the sum of B/.30.00
Voucher No. 07 - 209019
Certificate No.: Corporation - 978375
Date: Friday, December 07, 2007
//JOVA2// C-2

(Signed) Illegible Signature
LUIS E. CHEN
Attesting Officer

SEAL --- PANAMA PUBLIC REGISTRY --CERTIFICATES DEPARTMENT

The foregoing is an official English translation of the original document written in Spanish. Panama,
December 13th, 2007.

Elisa Edghill
ELISA EDGHILL
Certified Public Translator
Resolution No. 379
Of September 12, 1995

