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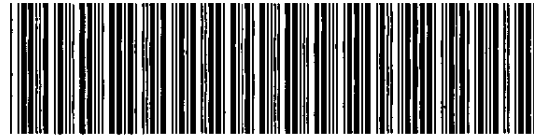
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

CA. 4-11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: THETA INVESTMENTS N.V.
(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:

GUSTAVO ROSEMBLAT
(Name of Person)

(Firm/Company)

2320 NE 196 ST
(Address)

MIAMI FL 33180
(City/State and Zip code)

For further information concerning this matter, please call:

GUSTAVO ROSEMBLAT at (786) 285 7770
(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

**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. THETA INVESTMENTS N.V. 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. ~~FE~~ Netherland Antilles

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

(FEI number, if applicable)

4. 04-09-08

(Date of incorporation)

5. PERPETUAL

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

6.

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

7. 2320 NE 196 ST, MIAMI FL 33180

(Principal office address)

2320 NE 196 ST, MIAMI FL 33180

(Current mailing address)

8. Future 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:

GUSTAVO ROSENBLAT

Office Address:

2320 NE 196 ST

MIAMI

(City)

, Florida 33180

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: NATALIO WENGROWER

Address: ZELAYA 3123 CAR FEO
ARGENTINA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

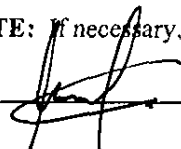
Secretary: _____

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. NATALIO WENGROWER
Chairman (Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LEGAL EXISTENCE

The Undersigned:

Myron Ferdinand Hu-A-Ng, a Civil-Law Notary, residing in Curaçao, Netherlands Antilles;

herewith certifies:

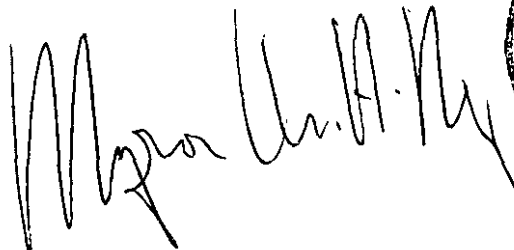
that the limited liability company:
"THETA INVESTMENTS N.V.", (the "Company") established in Curaçao, Netherlands Antilles, has been legally incorporated by deed executed before Henri Albert Sperwer, at that time a Civil-Law Notary of Curaçao, on May 9, 1980, on a draft of which deed the declaration of no-objection referred to in Article 38 of the Commercial Code of the Netherlands Antilles, at that time required, was issued by the Minister of Justice of the Netherlands Antilles on May 8, 1980, under number 2482/N.V.;

that attached hereto is an unofficial English translation of the articles of incorporation of the Company. With the introduction of Book 2 of the new Civil Code of the Netherlands Antilles, on March 1, 2004, certain provisions of the articles are no longer in effect as stated in the articles;

that the limited liability company:
THETA INVESTMENTS N.V. is legally existing under the laws of the Netherlands Antilles;

IN WITNESS WHEREOF, I have set my hand hereunto, after having affixed my official seal of office.

Curaçao, Netherlands Antilles, March 12, 2008.



ARTICLES OF INCORPORATION

NAME AND SEAT

Article 1

1. The name of the company is:

"THETA INVESTMENTS N.V."

In foreign trade the company may be designated as

"THETA INVESTMENTS INC."

2. It is established in Curacao.

PURPOSE

Article 2

1. The purpose of the company is:

a. To invest its assets in securities, including shares and other certificates of participation and bonds, as well as other claims for interest-bearing debts however denominated and in any and all forms;

b. To acquire:

(i) revenues derived from the alienation or leasing of the right to use copyrights, patents, designs, secret processes or formulae, trademarks and other analogous property;

(ii) royalties, including rentals, in respect of motion picture films or for the use of industrial, commercial or scientific equipment, as well as relating to the operation of a mine or a quarry or of any other extraction of natural resources and other immovable properties.

(iii) considerations paid for technical assistance.

c. To acquire, own, alienate, manage, rent, lease, develop, improve, cultivate, mortgage or otherwise encumber real properties and/or any right or interest of the company in such real properties.

2. The company is entitled to do all that may be useful or necessary for the attainment of its purpose or that is connected therewith in the widest sense, including the participation in any other venture or company.

DURATION

Article 3

The company is constituted for an indefinite period of time.

CAPITAL AND SHARES

Article 4

1. The authorized capital of the company amounts to THIRTY THOUSAND UNITED STATES DOLLARS (US\$ 30.000,--), divided into sixty (60) five percent (5%) non-commulative preferred A shares with a par value of one hundred United States Dollars (US\$ 100,--) each and two hundred and forty (240) common B shares with a par value of One hundred United States Dollars (US\$ 100,--) each, of which at

the incorporation all preferred A shares and one common B share have been subscribed for and will be paid in full.

2. Fractional shares may be issued.

Article 5

1. The shares will be issued in registered form or, provided they are paid up in full, in bearer form.
2. The registered shares shall be entered in the stock register, which shall be kept by the Managing Board.
3. Further B shares shall be issued by the Managing Board.
4. On the request of a shareholder, share certificates may be issued for registered shares. For bearer shares, share certificates shall be issued which shall be provided with dividend coupons and a talon in order to obtain new dividend coupons. Share certificates shall be signed by or on behalf of the Managing Board.
5. The transfer of registered shares is effected either by serving a deed of conveyance upon the company, or through written acknowledgement of the transfer by the company. The latter can only take place by an annotation on the share certificate, if share certificates have been issued.
6. The foregoing paragraph shall also apply in the case of an allocation resulting from a division and partition of community.
7. The company may not acquire A shares in its own capital stock. The company may acquire for its own account for a valid consideration fully paid-up B shares in its own capital stock up to such an amount that at least one-fifth part of the authorized capital remains outstanding with others than the company itself.
8. The company may not derive any rights from its treasury shares. For the purpose of establishing the issued capital such shares shall not be included as part of such capital.
9. The company is obliged to purchase fully paid B shares immediately as soon as this is demanded from the company. Such a demand can be addressed by a B shareholder to the Managing Board. The purchase price shall be fixed on the basis of a balance-sheet to be made on the day of the announcement of a shareholder, and consists of the par value of the shares to be purchased, increased with such part of the existing profit reserves as the total par value of B shares to be purchased compared to the total par value of all issued B shares. In case it appears from the balance-sheet that the assets of the company are less than the total par value of the issued shares, the price consists of such a part of the assets as the total par value of the shares to be purchased compared to the total issued capital.
10. The balance-sheet referred to in the foregoing paragraph is determined by the shareholder and the Managing Board jointly. The balance-sheet shows all reserves of the company. The purchase price shall be paid immediately by the Managing Board in assets of the company. In case of difference of opinion as to the amount of the purchase price between the shareholder on the one side and the Managing Board on the other side, the payment shall be the price proposed by the shareholder. The Managing Board can request that the shareholder give security for the difference between the price proposed by him and the price proposed by the Managing Board, until an expert designated by the shareholder and the Managing Board jointly has determined the price. If there is no agreement about the appointment of the expert this appointment will be effected at the request of the most interested party by the Court of first instance at the shareholder's place of residence. The costs of the expert will be divided at his discretion between the shareholder and the company.

in any dividends or capital distribution in the event of liquidation of the company, nor shall they be included in computing a quorum at any meeting or for the determination of the purchase price of the shares to be purchased.

12. Whenever in these articles of incorporation the words shares and shareholders are used they refer to both kinds of shares and holders of those shares unless the contrary appears from the nature of the regulation.

MANAGEMENT

Article 6

1. The management of the company is commissioned to a Managing Board consisting of one or more managing directors.

2. The managing directors shall be elected by the general meeting of shareholders and may be suspended or discharged by it at any time.

3. The company shall be represented in all matters, including court matters, by one managing director, also in case of a conflict interest between the company and one or more managing directors, either acting in private or ex officio.

4. The Managing Board is authorized to appoint attorneys-in-fact. It regulates their powers and the manner in which they will represent the company and sign for it and in general the conditions of their appointment.

5. The Managing Board is authorized to enter into such contracts as are referred to in Article 60 of the Commercial Code of the Netherlands Antilles without previous approval by the general meeting of shareholders.

6. In case one or more managing directors are prevented from or are incapable of acting as such, the management shall be left entirely to the remaining managing directors or remaining managing director.

7. In case all managing directors are prevented from or are incapable of acting as such, a person appointed yearly by the general meeting of shareholders will be in charge of the management of the company.

8. The Managing Board may hold its meeting at such places, whether within or outside the Netherlands Antilles, as a majority of its members may from time to time determine.

9. Any managing director may be represented at any meeting of the Managing Board by another managing director, who may vote as his proxy at such meeting.

10. Any managing director may waive notice of any meeting of the Managing Board by a writing signed by him or his representatives either before, after or at the meeting. Every managing director present at the meeting in person or by proxy shall be deemed to have waived notice of the meeting.

11. The absolute majority of the members of the Managing Board present in person or by proxy shall constitute a quorum for taking resolutions.

12. All resolutions taken at a meeting of the Managing Board shall be taken by an absolute majority of the votes cast. In the event of an equality of votes the chairman of the meeting shall have the deciding vote.

13. A written resolution signed by all of the members of the Managing Board without a meeting shall have the same effect as a resolution validly adopted at a meeting of the Managing Board duly called and held.

14. Minutes shall be kept of all meetings of the Managing Board, which shall be signed by the secretary or the chairman of the meeting or any other person authorized to do so by the Managing Board.

15. Any resolution of the Managing Board may be evidenced as

regarding third persons by a written statement signed by one managing director.

GENERAL MEETINGS OF SHAREHOLDERS

Article 7

1. General meetings of shareholders shall be held in Curacao.
2. The annual general meeting of shareholders shall be held within nine months of the close of the company's financial year.
3. In said meeting:
 - a. the Managing Board shall render a report on the business of the company and the conduct of its affairs during the preceding financial year;
 - b. the balance-sheet and the profit and loss account shall be adopted, after having been submitted together with an explanatory statement, stating by what standard the movable and immovable properties of the company have been appraised;
 - c. the person, referred to in article 6, paragraph 7, shall be appointed.
 - d. such proposals shall be dealt with as shall have been included in the agenda specified in the notice of convocation of the meeting.

Article 8

1. General meetings of shareholders shall be convoked by means of registered airmail letters mailed to the addresses of shareholders as stated in the register of shareholders kept by the Managing Board, and, if bearer shares are outstanding, by means of an advertisement inserted in a newspaper published in Curacao.
2. The notice shall be mailed, respectively published, at least twenty days prior to the date of the meeting. Said period may be reduced to ten days, excluding the day on which the notice is mailed, respectively published, and the day on which the meeting is held, in case action of the shareholders' meeting is urgently required.
3. The agenda for the meeting shall be specified in the notice of convocation of the meeting or it shall be stated that the shareholders may take cognizance thereof at the office of the company.
4. General meetings shall be presided over by a person designated to do so by such meeting.
5. All resolutions of the annual and special general meetings of shareholders shall be taken by absolute majority of votes, if not otherwise provided for by these articles of incorporation.
6. Shareholders may be represented at the meeting by proxy designated by letter, telex or telegram.
Managing directors or in general persons employed by the company may not act as proxies of shareholders at a meeting.
8. One vote may be cast for each share.
9. Valid votes may also be cast for the shares of those who (otherwise than as shareholders of the company) would acquire any right to be discharged from any obligation towards the company by the resolution to be adopted.
10. Proposals of items for an agenda to be made by shareholders, either for the annual or for the special general meetings, can only be dealt with if presented to the Managing Board in writing at such time that they can be announced with observance of the term set and in the manner described for the convocation.
11. However, when the entire issued share capital is represented at any general meeting of shareholders, valid resolutions may be adopted, even if the provisions of these articles of incorporation with respect to convocation, specification of the agenda or place of the meeting have not or have only partially

been observed, provided that such a resolution is unanimously adopted.

FINANCIAL YEAR

Article 9

1. The financial year of the company covers the period from January first to December thirty-first of each year.
2. The first financial year of the company runs from the date of the company's incorporation until the thirty-first day of December nineteen hundred and eighty inclusive.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

Article 10

1. Within eight months after the close of the company's financial year, the balance-sheet and profit and loss account covering the preceding year, with the explanatory statement referred to in article 7 paragraph 3, shall be submitted to the general meeting of shareholders by the Managing Board.
2. The balance-sheet and profit and loss account shall be adopted by the annual meeting of shareholders.
3. The adoption of the balance-sheet and profit and loss account shall acquit and discharge the managing directors for their management during the preceding financial year.
4. The general meeting of shareholders decides upon the amounts to be reserved.

DISTRIBUTION OF PROFITS

Article 11

1. The profits, by which is to be understood the net profits according to the profit and loss account, may be accumulated or paid out in the form of dividends at the discretion of the general meeting of shareholders. Unless it is decided to reserve the complete profits, first a preferred dividend of five per cent (5%) will be declared as far as the profits which have not been reserved permit same, to holders of A shares in proportion to the amount paid on A shares. The balance of the profits to be distributed shall be paid to holders of B shares in proportion to their respective holdings.
2. If and insofar as the profits of the company permit same, the Managing Board may resolve to declare one or more interim-dividends as an advance payment of expected dividends.
3. In the event that the profit and loss account shows a loss over any given year, which loss cannot be covered by the reserves or compensated in another manner, no profit shall be distributed in any subsequent year, so long as the loss has not been recovered.
4. Resolutions regarding the complete or partial reservation of the profits may only be adopted in a general meeting in which all issued A shares are represented and all A shares have been voted in favour of the relevant proposal, unless the preferred dividend of five percent (5%) for the year concerned will be paid on the A shares.

AMENDMENT OF THE ARTICLES OF INCORPORATION AND LIQUIDATION OF THE COMPANY

Article 12

1. Resolutions to amend the articles of incorporation or to dissolve the company may only be passed in a general meeting of shareholders at which at least three-fourths of the issued capital is represented.
2. If the required issued capital is not represented at said meeting, a second meeting shall be convened, to be held within two months after the first one, at which second meeting valid decisions may then be taken with respect to the foregoing, irrespective of the capital represented.
3. In the event of dissolution of the company, the liquidation shall take place under such provisions as the general meeting

of shareholders shall determine.

4. If the profit and loss account for the fiscal year ending as of the date of dissolution of the company shows a profit balance, this balance will be divided in accordance with the provisions of article 10, paragraph 4 and article 11 of these articles of incorporation.

5. From the liquidation balance, shareholders shall first be paid in proportion to the amount paid on each share, not exceeding the amount paid on each share.

6. The remaining part of the liquidation balance shall be divided among the holders of B shares in proportion to the total par value of their B shares.