

F08000002239

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432001053
Phone : (561)694-8107
Fax Number : (561)694-1639

RECEIVED
08 MAY 16 PM 3:40
DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

Quepasa Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 16 AM 9:46

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A. Stephens MAY 15 2008



May 16, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATION INTERNATIONAL INC.

SUBJECT: QUEPASA CORPORATION
REF: W08000024561

We have received your document for QUEPASA CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6934.

Loria Poole
Regulatory Specialist II

FAX Aud. #: R08000130100
Letter Number: 408A00031300

**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. Quepasa Corporation

(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. Nevada

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

3. 86-0879433

(FEI number, if applicable)

4. 1997

(Date of incorporation)

5. Perpetual

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

6. April 1, 2008

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

7. 224 Datura Street, Suite 1100, West Palm Beach, FL 33401

(Principal office address)

224 Datura Street, Suite 1100, West Palm Beach, FL 33401

(Current mailing address)

8. To engage in any lawful act or activity.

(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: **Michael D. Harris**

Office Address: **1555 Palm Beach Lakes Blvd., Suite 310**

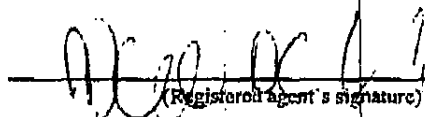
West Palm Beach, Florida **33401**

(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.


(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

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

A. DIRECTORS

Chairman: Jeffrey ValdezAddress: 2129 Coldwater Canyon
Beverly Hills, CA 90210Vice Chairman: N/A

Address: _____

Director: John C. AbbottAddress: 224 Datura Street, Suite 1100
West Palm Beach, FL 33401Director: Ancira AlonsoAddress: c/o Grupo Acerero del Norte, S.A. de C.V., Campos Eliseos No. 29
Colonia Rincon Del Bosque

SEE ADDENDUM FOR FURTHER DIRECTORS

B. OFFICERS

President: N/A

Address: _____

Vice President: N/A - See Addendum

Address: _____

Secretary: Michael D. MatteAddress: 224 Datura Street, Suite 1100, West Palm Beach, FL 33401Treasurer: Michael D. MatteAddress: 224 Datura Street, Suite 1100, West Palm Beach, FL 33401

SEE ADDENDUM FOR FURTHER OFFICERS

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Samantha Simons*

(Signature of Director or Officer listed in number 12 of the application)

14. Samantha Simons, Attorney-in-Fact

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

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TALLAHASSEE, FL 32301

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ADDENDUM

TO

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

ADDITIONAL OFFICERS AND DIRECTORS

A. DIRECTORS

Director: Ernesto Cruz
Address: Av. Lazaro Cardenas N°4000-27A, Col. Las Brisas
Monterrey Nuevo Leon, Mexico, C.P. 64780

Director: Malcolm Jozoff
Address: 5200 E. Solano Drive, Paradise Valley, AZ 85253

Director: Lionel Sosa
Address: 215 Rhode Lane, Floresville, TX 78114

Director: Dr. Jill Syverson-Stork
Address: 48 Parks Drive, Sherborn, MA 01770

B. OFFICERS

Chief Executive Officer: John C. Abbott
Address: 224 Datura Street, Suite 1100, West Palm Beach, FL 33411

Executive Vice President
and Chief Financial Officer: Michael D. Matte
Address: 224 Datura Street, Suite 1100, West Palm Beach, FL 33411

Chief Technology Officer: Louis Bardov
Address: 5820 Bassinghall Lane, Plano, TX 75093

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SECRETARY OF STATE

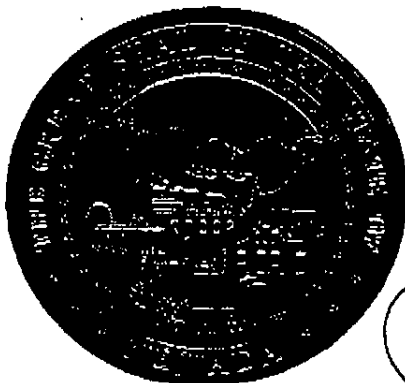


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **QUEPASA CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 25, 1991, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 14, 2008.



ROSS MILLER
Secretary of State

By

Acqueline Warr
Certification Clerk