

**F08000002278**

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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

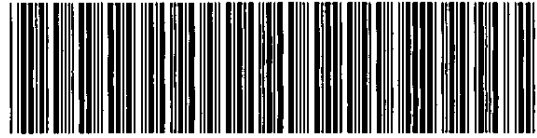
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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04/07/08--01048--021 \*\*87.50

**FILED**  
2008 MAY 19 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/15/08--01010--032 \*\*1150.00

*CEL 5-20*

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Sociedad Portuaria Del Norte, S.A.  
(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:

ALFREDO L. GONZALEZ  
(Name of Person)

ADECO & YOSS LLP  
(Firm/Company)

2525 PONCE DE LEON BLVD, SUITE 400  
(Address)

CORAL GABLES, FL 33172  
(City/State and Zip code)

For further information concerning this matter, please call:

ALFREDO L. GONZALEZ at (305) 460-1000  
(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 8, 2008

ALFREDO L. GONZALEZ / ADORNO & YOSS LLP  
2525 PONCE DE LEON BLVD.  
SUITE 400  
CORAL GABLES, FL 33172

SUBJECT: SOCIEDAD PORTUARIA DEL NORTE S.A.  
Ref. Number: W08000017933

We have received your document for SOCIEDAD PORTUARIA DEL NORTE S.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The document must contain both the street address of the principal office and the mailing address of the entity.

The document must contain the entity's complete mailing address.

A brief description of the entity's nature of business must be included in the document.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

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) 245-6047.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 208A00020622

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. SOCIEDAD PORTUARIA DEL NORTE S.A. Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N.A.

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

2. COLOMBIA 3. N.A.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/12/2002 5. 2002 - 2052
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 21/10/2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2525 Ponce de Leon Blvd, Suite 400, Coral Gables, FL 33134 c/o Alfredo L. Gonzalez Esq.
(Principal office address)
2525 ponce de Leon Blvd, Suite 400, Coral Gables, FL 33134 c/o Alfredo L. Gonzalez Esq.
(Current mailing address)

8. Cranes stored at the Port of Miami
(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: ADORNO & YOSS LLP

Office Address: 2525 PONCE DE LEON BOULEVARD, SUITE 400
MIAMI, Florida 33134 - 6012
(City) (Zip code)

FILED
2009 MAY 19 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ADORNO & YOSS LLP
BY [Signature] LEGAL PARTNER
(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**

FILED

Chairman: CARLOS ROSADO ZUÑIGA

2008 MAY 19 PM 3:28

Address: CALLE 2 No. 41N-28

Varranguilla, Colombia

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

**B. OFFICERS**

President: JOSE IGNACIO DIAZGRANADOS

Address: CALLE 2 No. 41N-28

Varranguilla, Colombia

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. X *Carlos Rosado*

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

14. CARLOS ROSADO ZUÑIGA Chairman

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

I, Vivien Campo B., hereby certify under oath that I am fluent in the Spanish language, and that the attached English document is a true and correct translation of the Spanish original document, a copy of which is attached.

Date the document was translated: February 26, 2008.



**Vivien Campo B.**  
CERTIFIED TRANSLATOR  
Resolution 1700 April 23/83  
Colombian Ministry of Justice

**ENOC MARQUEZ MARTINEZ**  
NOTARIO PUBLICO QUINTO (E) DE BARRANQUILLA  
CERTIFICA  
QUE LA(S) FIRMA(S) PUESTA(S) EN EL ANTERIOR  
DOCUMENTO CONCUERDA(N) CON LA(S) QUE  
TIENE(N) VIVEN *Vivien Campo B.* BARRANQUILLA

REGISTRADA(S) EN ESTA NOTARIA  
BARRANQUILLA. 14 MAR. 2008

NOTARIA QUINTA DE BARRANQUILLA



**ENOC ENRIQUE MARQUEZ MARTINEZ**  
NOTARIO QUINTO ENCARGADO





**REPUBLICA DE COLOMBIA**  
MINISTERIO DE RELACIONES EXTERIORES

**APOSTILLE**

(Convention de La Haye du 5 Octobre 1961)

**País:** REPUBLICA DE COLOMBIA

(Country: - Pays:)

**El presente documento público**  
(This public document - Le présent acte public)

**Ha sido firmado por:**

(Has been signed by: - A été signé par:)

**CAMPO DE VISBAL VIVIEN**

**Actuando en calidad de:**

(Acting in the capacity of: - Agissant en qualité de:)

**TRADUCTOR OFICIAL**

**Lleva el sello/estampilla de:**

(Bears the seal/stamp of: - Est revêtu du sceau de/ timbre de:)

**TRADUCTOR E INTERPRETE OFICIAL**

**Certificado**

(Certified - Attesté)

**En:** BOGOTA D.C.

(At: A:)

**EI:** 3/5/2008

(On: Le:)

**Por:** APOSTILLA Y LEGALIZACIONES

(By: The Ministry of Foreign Affairs of Colombia - Par: Ministère des Affaires Étrangères de la Colombie )

**No:**

(Under Number: - Sous le numéro:)

**AIDF105852499**

**Digitally Signed by:**

Ministerio de Relaciones Exteriores de Colombia

SAUL GIOVANNI PEREZ GUTIERREZ

Reason: DOCUMENT AUTHENTICITY

Location: Bogotá - Colombia

Date: 05 de Marzo de 2,008

**Firma:** (Signature:)

**Nombre del Titular:**

(Name of the holder of document: - Nom du titulaire:)

**SOCIEDAD PORTUARIA DEL NORTE DE S**

**Tipo de documento:**

(Type of document: - Type du document:)

**TRAD.CERTIFICADO DE EXISTENCIA Y REPRES.**

**Número de hojas apostilladas:**

(Number of pages: - Nombre de pages:)

**5**

835104444281262

La autenticidad de esta apostilla puede ser verificada en el Registro Electrónico que se encuentra en la siguiente página web:

The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:

L'authenticité de cette Apostille peut être vérifiée en accédant l'e-Registre sur le site web suivant:

[www.cancilleria.gov.co/apostilla](http://www.cancilleria.gov.co/apostilla)





CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
NIT: 802.019.247-5.

EN JUNIO DE ESTE AÑO SE ELEGIRÁ JUNTA DIRECTIVA DE LA CÁMARA DE COMERCIO. LAS INSCRIPCIONES DE CANDIDATOS DEBEN HACERSE EN LA PRIMERA QUINCENA DE MAYO. PARA INFORMACIÓN DETALLADA DIRIGIRSE A LA SEDE PRINCIPAL O COMUNICARSE AL SIGUIENTE TELEFONO: 3303911.

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE BARRANQUILLA, CON FUNDAMENTO EN LAS INSCRIPCIONES DEL REGISTRO MERCANTIL:

C E R T I F I C A

Que por Escritura Pública No. 2,470 del 04 de Dic/bre de 2002, otorgada en la Notaria 3. de Barranquilla, y por Escritura Pública No. 2,529 del 10 de Dic/bre de 2002, otorgada en la Notaria 3. de Barranquilla, inscrito(as) en esta Cámara de Comercio, el 11 de Dic/bre de 2002 bajo el No. 102,292 del libro respectivo, fue constituida la sociedad-----  
anonima denominada SOCIEDAD PORTUARIA DEL NORTE S.A. -----

C E R T I F I C A

Que dicha sociedad ha sido reformada por las siguientes escrituras y/o documentos privados:

Numero	aaaa/mm/dd	Notaria	No. Insc o Reg	aaaa/mm/dd
1,632	2003/07/24	Notaria 3. de Barranquilla	106,175	2003/07/28
1,631	2003/07/24	Notaria 3. de Barranquilla	106,176	2003/07/28
2,404	2003/10/24	Notaria 3. de Barranquilla	107,963	2003/11/19
1,264	2004/06/22	Notaria 3. de Barranquilla	112,534	2004/08/03
407	2006/02/22	Notaria 3 a. de Barranquilla	122,834	2006/02/24

C E R T I F I C A

Que de acuerdo con la(s) escritura(s) arriba citada(s), la sociedad se rige por las siguientes disposiciones:

DENOMINACION O RAZON SOCIAL:  
SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
DOMICILIO PRINCIPAL: Barranquilla.  
NIT No: 802.019.247-5.  
MATRICULA MERCANTIL: 341,844.

C E R T I F I C A

Direccion para notificaciones judiciales:  
CL 2 No 41 N - 28.  
De la ciudad de Barranquilla.



CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
NIT: 802.019.247-5.

\$\*\*\*\*\*527,433,000 \*\*\*\*\*527,433 \*\*\*\*\*1,000

C E R T I F I C A

ADMINISTRACION: A mas de las funciones especiales que le encomiende la Asamblea, la Junta tendra las siguientes entre otras: Autorizar al Gerente para celebrar actos, contratos o negocios de cuantia igual o superior a los cien (100) salarios minimos legales mensuales vigentes al momento de la negociacion. La direccion ejecutiva de la compania y la representacion legal estara a cargo de un Gerente General, quien tendra un Suplente que lo reemplazara en caso de faltas absolutas o temporales, y seran de eleccion y remocion libre por parte de la Junta Directiva. A mas de las facultades y deberes que ocasionalmente se le asignen por la Asamblea o por la Junta, el Gerente tendra las siguientes funciones entre otras: Representar legalmente a la sociedad ante las autoridades de cualquier orden o naturaleza y ante otras personas, juridicas o naturales, fuera o dentro de juicio, con amplias facultades generales para el buen desempeno de su cargo, y con los poderes especiales que exigen la ley para novar, transigir, conciliar, comprobar y desistir. Constituir apoderados especiales para atender los asuntos judiciales y extrajudiciales, asi como las tramitaciones que deban adelantarse ante autoridades de cualquier orden. Para la celebracion de actos, contratos o negocios juridicos, cuya cuantia sea o exceda de cien (100) salarios minimos mensuales legales vigentes, el Gerente requerira autorizacion previa de la Junta Directiva.-----

C E R T I F I C A

Que por Documento Privado del 09 de Agosto de 2006, otorgado en Santa marta inscrito en esta Cámara de Comercio, el 16 de Agosto de 2006 bajo el Nro 126,030 del libro respectivo, consta que la sociedad:

SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
Está vinculada a un GRUPO EMPRESARIAL, cuyo controlante es:  
SOCIEDAD PORTUARIA REGIONAL DE SANTA MARTA  
Domicilio: Santa marta.-----

C E R T I F I C A

Que según Acta No. 8 del 20 de Abril de 2006 correspondiente a la Asamblea de Accionistas en Barranquilla, de la sociedad:

SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
cuya parte pertinente se inscribió en esta Cámara de Comercio, el 05 de Mayo de 2006 bajo el No. 124,067 del libro respectivo, fueron

FORMAS EFICIENTES 00015496-C  
FORMAS EFICIENTES 00015496-C  
FORMAS EFICIENTES 00015496-C



CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.  
SOCIEDAD PORTUARIA DEL NORTE S.A.-----  
NIT: 802.019.247-5.

Que por Documento Privado del 25 de Julio de 2006, otorgado en Barranquilla por PricewaterhouseCoopers Ltda inscrito en esta Cámara de Comercio, el 31 de Julio de 2006 bajo el Nro 125,712 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
Designado: Revisor Fiscal Principal Yepes Ortega Arlent	CC.*****22,550,884
Designado: Revisor Fiscal Suplente Llanos Diaz Carlos	CC.*****72,237,383

C E R T I F I C A

Que en esta Cámara de Comercio no aparecen inscripciones posteriores de documentos referentes a reforma, disolución, liquidación o nombramientos de representantes legales de la expresada sociedad.

C E R T I F I C A

Que su última Renovación fue el: 23 de Marzo de 2007.

La información sobre embargos de establecimiento se suministra en Certificados de Matrícula, la de contratos sujetos a registro, en Certificados Especiales.

**SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO**  
**EL SECRETARIO GENERAL**

C E R T I F I C A

Que la firma estampada en este documento coincide con la registrada en este despacho, correspondiente a: **MARIBEL REYES OVIEDO**

  
**JORGE ENRIQUE SANCHEZ MEDINA**

26 FEB. 2008



Libertad y Orden

REPUBLICA DE COLOMBIA  
MINISTERIO DE RELACIONES EXTERIORES

**APOSTILLE**

(Convention de La Haye du 5 Octobre 1961)

**Pais:** REPUBLICA DE COLOMBIA  
(Country: - Pays:)

**El presente documento público**  
(This public document - Le présent acte public)

**Ha sido firmado por:** SANCHEZ MEDINA JORGE ENRIQUE  
(Has been signed by: - A été signé par:)

**Actuando en calidad de:** SECRETARIO GENERAL  
(Acting in the capacity of: - Agissant en qualité de:)

**Lleva el sello/estampilla de:** SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO  
(Bears the seal/stamp of: - Est revêtu du sceau de / timbre de:)

**Certificado**  
(Certified - Attesté)

**En:** BOGOTA D.C.  
(At: - A:)

**El:** 2/28/2008  
(On: - Le:)

**Por:** APOSTILLA Y LEGALIZACIONES  
(By: The Ministry of Foreign Affairs of Colombia - Par: Ministère des Affaires Étrangères de la Colombie)

**No:** AICZC11337620  
(Under Number: - Sous le numéro:)

**Digitally Signed by:**  
Ministerio de Relaciones Exteriores de Colombia  
SAUL GIOVANNI PEREZ GUTIERREZ  
Reason: DOCUMENT AUTHENTICITY  
Location: Bogotá - Colombia  
Date: 28 de Febrero de 2,008

**Firma:** (Signature:)

**Nombre del Titular:** SOCIEDAD PORTUARIA DEL NORTE S  
(Name of the holder of document: - Nom du titulaire:)

**Tipo de documento:** CERTIFICADO DE EXISTENCIA Y REPRES. LEGAL  
(Type of document: - Type du document:)

**Número de hojas apostilladas:** 3  
(Number of pages: - Nombre de pages:)

82281115204971306

La autenticidad de esta apostilla puede ser verificada en el Registro Electrónico que se encuentra en la siguiente página web:

The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:

L'authenticité de cette Apostille peut être vérifiée en accédant l'e-Registre sur le site web suivant:

[www.cancilleria.gov.co/apostilla](http://www.cancilleria.gov.co/apostilla)

**APOSTILLE**  
(Convention de La Haye du 5 Octobre 1961)

Country: Republic of Colombia

**This public document:**

Has been signed by: SANCHEZ MEDINA JORGE ENRIQUE

Acting in the capacity of GENERAL SECRETARY

Bears the seal/stamp of SUPERINTENDENCE OF INDUSTRY AND TRADE

**CERTIFIED**

At: Bogotá D.C.

The: 2/28/2008

By: The Ministry of Foreign Affairs

Number: AICZC11337620

Seal/Stamp

Document Holder: SOCIEDAD PORTUARIA DEL NORTE S.A.

Type of Document: MERCHANT RECORD

Number of pages: 3

/S/  
Signature

**CERTIFIED TRANSLATION** of the attached document written in Spanish, made by Vivien Campo B., Certified Translator by virtue of Resolution No.1700 of April 23/83, issued by the Colombian Ministry of Justice.

  
**Vivien Campo B.**  
CERTIFIED TRANSLATOR

03-10006487 341844 SOCIEDAD PORTUARIA DEL NORTE S  
Barranquilla, February 25, 2008 Time: 09:12:00

No.11895184

CAMARA DE COMERCIO DE BARRANQUILLA

THE BARRANQUILLA CHAMBER OF COMMERCE

CERTIFICATE OF CORPORATE EXISTENCE AND LEGAL  
REPRESENTATION OR OF REGISTRATION OF DOCUMENTS  
SOCIEDAD PORTUARIA DEL NORTE S.A. -----

THE UNDERSIGNED SECRETARY OF THE BARRANQUILLA CHAMBER OF  
COMMERCE,

CERTIFIES

That "SOCIEDAD PORTUARIA DEL NORTE S.A.", was incorporated on  
December 04, 2002 by Public Deed No. 2470 and by Public Deed No. 2529  
dated December 10, 2002 awarded by the Third Notary of Barranquilla. These  
documents were filed at this Chamber of Commerce on December 11, 2002  
under registration number 102,292.

CERTIFIES

That the company has undergone several modifications as certified by the  
following deeds:

Number	yyyy/mm/dd	Notary	Reg.#	yyyy/mm/dd
1632	2003/07/24	3 <sup>rd</sup> of Barranquilla	106,175	2003/07/28
1631	2003/07/24	3 <sup>rd</sup> of Barranquilla	106,176	2003/07/28
2404	2003/10/24	3 <sup>rd</sup> of Barranquilla	107,963	2003/11/19
1264	2004/06/22	3 <sup>rd</sup> of Barranquilla	112,534	2004/08/03
407	2006/02/22	3 <sup>rd</sup> of Barranquilla	122,834	2006/02/24

CERTIFIES

That based on the foregoing deeds, the company abides by the following  
dispositions:

FIRM NAME: SOCIEDAD PORTUARIA DEL NORTE S.A.

MAIN PLACE OF BUSINESS: Barranquilla

Tax Identification Number (N.I.T. by its initials in Spanish): 802.019.247-5

LICENSE: 341,844

CERTIFIES

Address for legal summons:

CL 2 No 41 N – 28 in the city of Barranquilla

CERTIFIES

TERM: the term of existence of the corporation has been set until December 4,  
2052.

CERTIFIES

CORPORATE PURPOSE: This company shall be a port partnership and shall  
engage mainly in the following activities: 1) Investing in construction, expansion  
and improvement, conservation and modernization of a port in the port area of  
Puerto de Campo B.

  
CERTIFIED TRANSLATOR  
April 23/83

Barranquilla, with a commercial perspective, carrying out all port activities common thereto. 2) Managing and operating the port mentioned in the foregoing 1), with a commercial focus, performing all activities common thereto. 3) Participating in partnerships that undertake related, complementary or connected activities, so that its participation therein allows the expansion or improvement of customer service. Related or connected activities include, among others, performing shipyard activities, oceanic engineer works, rescue and, in general, all tasks common to maritime activities. In performing its corporate purpose, the company may purchase, take, receive, or lease, property, buildings, machinery, equipment, and, in general, any moveable or immoveable assets; pledge or dispose property and assets when no longer needed to perform the corporate purpose; acquire concessions, licenses, patents, brands, trade names or other industrial or commercial property rights, issue bonds, borrow or loan money in mutuum, with or without interest, pledge all or any part of its property and assets and enter into all credit operations that will allow it to obtain funding or other assets required to perform its business, to incorporate subsidiaries, promote, create or organize partnerships, associations or companies of any legal type, and participate in them by owning stock, quota or social rights, in order to ensure proper compliance of its corporate purpose; to make donations in cash, assets or services to those companies or partnerships, take over or merge with them; and, overall, to execute all acts and enter into all acts related to the corporate purpose stated herein and all those which aim is to exercise the rights and comply with the legal or collective agreement obligations resulting from the existence of the activities performed by the company.

CERTIFIES

CAPITAL AND INVESTMENTS:

Authorized capital	Number of shares	Share cost
\$620,000,000	620,000,	\$1,000
Subscribed capital		
\$527,433,000	527,433	1,000
Paid capital		
\$\$467,482,000	527,433	1,000

CERTIFIES

MANAGEMENT: In addition to the special duties assigned by the Shareholders, the Board shall have the following duties, among others: To authorize the Manager to enter into acts, contracts or transactions equal to or greater than one hundred (100) minimum legal monthly wages effective at the time of the negotiation. A General Manager shall be the executive director and legal representative of the company; he shall have an alternate who will replace him in case of temporary or absolute absences, and who shall be freely appointed and removed by the Board of Directors. The Manager shall have, among others, the following duties: to represent the company before any authorities and before other persons, individuals or corporations, in or outside of court, with full power to effect company purposes, and with special powers required by the law to novate, settle, arbitrate, verify and desist. To constitute special attorneys to attend to legal and extra-legal matters, as well as all procedures that need to be conducted before any authorities. To enter into acts, contracts, and

  
**Kevin Campo B.**  
 CERTIFIED TRANSLATOR

transactions equal to or greater than one hundred (100) effective minimum legal monthly wages, the Manager needs approval from the Board of Directors.

CERTIFIES

That by Private Document dated August 9, 2006 given in Santa Marta and filed for record at this Chamber of Commerce on August 16, 2006 with number 126,030 in the corresponding book of record, it is attested that:

SOCIEDAD PORTUARIA DEL NORTE S.A. is linked to a CORPORATE GROUP, which controlling shareholder is: SOCIEDAD PORTUARIA REGIONAL DE SANTA MARTA.

Domicile: Santa Marta

CERTIFIES

That according to Minutes No. 8 dated April 20, 2006 corresponding to Meeting of Shareholders of SOCIEDAD PORTUARIA DEL NORTE S.A., held in Barranquilla, which relevant section was filed for record in the corresponding book of records at this Chamber of Commerce on May 5, 2006 with number 124,067, the following appointments were made:

Type: BOARD OF DIRECTORS

Principals:

- |                              |                |
|------------------------------|----------------|
| 1. Vives Lacouture Alberto   | c.c.85.449.674 |
| 2. Castañeda Monsalve Raul   | c.c.19,386,960 |
| 3. Davila Jimeno Juan Manuel | 12,827,717     |
| 4. Diazganados Jose Ignacio  | 79,152,309     |
| 5. Davila Abondano Alberto   | 12,560,060     |

Alternates

- |                                |                |
|--------------------------------|----------------|
| 1. CORPOTAYRONA                | Ni.819.005.272 |
| 2. Taborda Giraldo Lucia       | c.c.32.306.416 |
| 3. Solano Tribin Simon         | c.c.85.453.892 |
| 4. Nuñez Amaya Ricardo         | 19.138.668     |
| 5. Davila Armenta Jose Domingo | 12.531.433     |

CERTIFIES

That according to Minutes No. 43 dated January 12, 2006 corresponding to Board of Directors Meeting of SOCIEDAD PORTUARIA DEL NORTE S.A., held in Barranquilla, which relevant section was filed for record in the corresponding book of records at this Chamber of Commerce on January 31, 2006 with number 122,368, the following appointments were made:

Position	Identification
General Manager	
Rosado Zúñiga Carlos Alberto	c.c.72.175.199

CERTIFIES

That according to Minutes No. 50 dated July 26, 2006 corresponding to Board of Directors Meeting of SOCIEDAD PORTUARIA DEL NORTE S.A., held in Barranquilla, which relevant section was filed for record in the corresponding book of records at this Chamber of Commerce on August 8, 2006



with number 125,854, the following appointments were made:

Position	Identification
Alternate to the Manager Bautista Murcia Lia	c.c.32.724.201

**CERTIFIES**

That according to Minutes No. 5 dated March 31, 2004 corresponding to Meeting of Shareholders of SOCIEDAD PORTUARIA DEL NORTE S.A. held in Barranquilla, which relevant section was filed for record in the corresponding book of records at this Chamber of Commerce on May 12, 2004 with number 111,087, the following appointments were made:

Position	Identification
External Auditors PriceWaterhouse Coopers Ltda	Ni.860.002.062

**CERTIFIES**

That by Private Document dated July 25, 2006 awarded in Barranquilla by PricewaterhouseCoopers Ltda, which was filed for record in the corresponding book of records at this Chamber of Commerce on July 31, 2006 with number 125,712, the following appointments were made:

Position	Identification
Appointed Principal External Auditor Yepes Ortega Arlent	c.c.22.550.884
Appointed: Alternate External Auditor Llanos Diaz Carlos	c.c.72.237.383

**CERTIFIES**

That there are no subsequent recordings of documents regarding reforms, dissolution, liquidation, or appointment of legal representatives for this company.

**CERTIFIES**

That the company's license for 2007 was renewed on March 23, 2007.

That information on attachments is provided in License Certificates that of contracts subject to registration is provided in Special Certificates.

/S/ MReyesO

SUPERINTENDENCE OF INDUSTRY AND TRADE. THE GENERAL SECRETARY certifies that the signature that appears on the foregoing instrument corresponds to the signature filed by Maribel Reyes Oviedo, before this office. /S/ Jorge Enrique Sanchez Medina.