

F09000000022

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

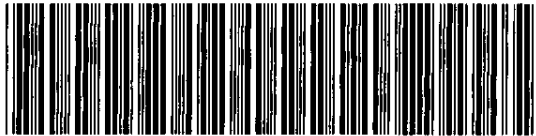
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

[Handwritten signature]



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FILED
2008 DEC 31 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: CELSA INTERNATIONAL AG, INC.
(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:

SALOMON B. ESQUENAZI, ESQ.
(Name of Person)

RASCO REININGER PEREZ ESQUENAZI & VIGIL, P.L.
(Firm/Company)

283 CATALONIA AVENUE, 2ND FLOOR
(Address)

6
Kindly Return Instruments
in the self address envelope
included. Thank you
SALC

2001 EXECUTIVE CENTER CIRCLE
Tallahassee, FL 32301

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. CELSA INTERNATIONAL AG, 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. SWITZERLAND (State or country under the law of which it is incorporated) 3. NOT APPLICABLE (FEI number, if applicable)

4. 30th JULY 2008 (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. INDUSTRIESTRASSE 13C, 4th FLOOR CH-6300 ZUG, SWITZERLAND (Principal office address)

INDUSTRIESTRASSE 13C, 4th FLOOR CH-6300 ZUG, SWITZERLAND. (Current mailing address)

TO CARRY OUT MARKET SURVEYS AND STUDIES, COLLECT AND SUPPLY INFORMATION ON THE MARKETING FOR THE HEAD OFFICE, AND PROMOTING THE IMAGE AND THE PRODUCTS OF THE HEAD OFFICE; STORE AND EXHIBIT THE HEAD

8. OFFICE'S PRODUCTS AND ANY OTHER ACTIVITY THAT IS NECESSARY AND LAWFUL TO CARRY OUT THE OBJECTIVES PREVIOUSLY DESCRIBED. (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: MIAMI CORPORATE SYSTEMS, INC

Office Address: 283 CATALONIA AVENUE, 2nd FLOOR

CORAL GABLES, Florida 33134 (City) (Zip code)

FILED 2008 DEC 31 PM 4:11 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.

(Registered agent's signature) [Signature] AGO U.P.

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: FRANCISCO RUBIALTA VILASECA

Address: CAVALERS 76, 3 OESTE, 08034 BARCELONA - SPAIN

Vice Chairman: _____

Address: _____

Director: FRANCESC RUBIALTA RUBIO

Address: CAVALERS 76, 3 OESTE, 08034 BARCELONA - SPAIN

Director: ANA CASTRO GALERO

Address: CASTILLOS 400 ROAD, 08025 BARCELONA - SPAIN

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

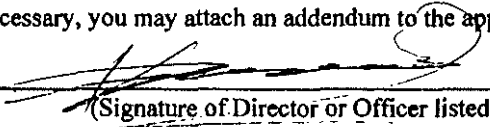
Address: _____

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. FRANCISCO RUBIALTA VILASECA - Chairman of Board of Directors

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

CANTON OF ZUG [SWITZERLAND]

REGISTER OF COMMERCE OF THE CANTON OF ZUG

Firm No. CH-170.3.032.461-0

Legal nature: Corporation

Date of registration: July 24, 2008

ALL ENTRIES

Firm

Name: CELSA INTERNATIONAL AG, a.k.a. CELSA INTERNATIONAL S.A.; CELSA INTERNATIONAL LTD.

Domicile: Zug

Share Capital

Authorized: SFr. 400,000

Paid in: SFr. 400,000

Number, type and par value of shares: 400 registered shares of SFr. 1,000 par value each

Firm address: ~~e/o Hans Rudolf Wild Dammstrasse 19 CH-6300 Zug~~
Industriestrasse 13C, CH-6300 Zug

Designated Purpose

International purchasing and sales of raw materials and finished products, principally in the area of metals; full description of designated purpose as per bylaws.

Notes

Notice to shareholders by mail to the addresses indicated in the shareholder record book.

In accordance with a resolution adopted by the Board of Directors on July 10, 2008, the corporation's books are not subject to regular review, and the corporation elects to dispense with a limited review.

Date of bylaws: July 10, 2008

Publication used to advertise registration entries: *Schweizerisches Handelsamtsblatt* (SHAB)

Register of Commerce Entry			Publication in SHAB		
Entry No.	Registration No.	Date of Entry	Issue No.	Date	Page / No.
1	10057	JUL 24 2008	146	JUL 30 2008	18 / 4595598
2	13336	OCT 07 2008	198	OCT 13 2008	20 / 4687622

Personal Information

Name, Citizenship, Place of Residence	Title	Signature Authority
Francisco RUBIRALTA Vilaseca, a Spanish citizen residing in Barcelona, Spain	Chairman of Board of Directors	Individual
Francesc RUBIRALTA Rubió, a Spanish citizen residing in Barcelona, Spain	Member of Board of Directors	Joint with one other Director
Ana CASTRO Gallego, a Spanish citizen residing in Barcelona, Spain	Member of Board of Directors	Joint with one other Director
Marina PETER, a Swiss citizen with rights of citizenship in Zürich, Zollikon and Comano, residing in Küsnacht, Canton of Zürich	Member of Board of Directors	Individual

Zug, November 12, 2008 - 4:03 p.m. SCE

CERTIFIED EXTRACT

[Signature - Illegible]

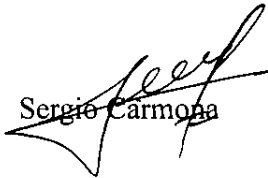
Register of Commerce - Zug

This extract from the Cantonal Register of Commerce is not valid unless the certification above is the original. It contains all currently valid entries concerning this firm, as well as any deleted entries. Upon special request an extract showing only all currently valid entries can be prepared.

APOSTILLE
(Hague Convention of October 5, 1961)

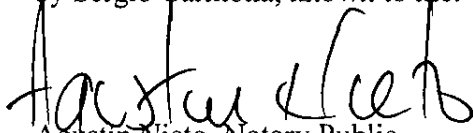
1. Country: Swiss Confederation, Canton of Zug
2. This public document has been signed by Evelyne SCHICKER
3. Acting in the capacity of Secretary
4. Bears the stamp/seal of the Register of Commerce of the Canton of Zug
5. In CH-6301 Zug
6. Certified on November 13, 2008
7. By the Chancery of State of the Canton of Zug
8. Under No. 11779/08
9. Seal: [Seal]: Register of Commerce - Canton of Zug
10. Signature: [Signature]: Rolf ITEN

CERTIFICATE OF TRANSLATION ACCURACY – I, on behalf of Hold Translations, certify that the above translation we made from German into English is accurate and that we are qualified to make it.


Sergio Carmona

STATE OF FLORIDA – COUNTY OF MIAMI-DADE

Sworn to and signed before me on December 17, 2008
by Sergio Carmona, known to me.


Agustin Nieto, Notary Public



Firmennummer CH-170.3.032.461-0	Rechtsnatur Aktiengesellschaft	Eintragung 24.07.2008	Löschung	Übertrag von: auf:	1
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Alle Eintragungen

Ei	Lö	Firma	Ref	Sitz
1		Celsa International AG	1	Zug
1		(Celsa International SA) (Celsa International Ltd)		

Ei	Lö	Aktienkapital (CHF)	Liberierung (CHF)	Aktien-Stückelung	Ei	Lö	Adresse der Firma
1		400'000.00	400'000.00	400 Namenaktien zu CHF 1'000.00	1	2	6 Hans-Rudolf Wild Dammstrasse-10 6300 Zug
					2		Industriestrasse 13C 6300 Zug

Ei	Lö	Zweck
1		Internationaler Erwerb und Verkauf von Rohmaterialien sowie von Fertigprodukten hauptsächlich im Bereich der Metalle; vollständige Zweckumschreibung gemäss Statuten

Ei	Lö	Bemerkungen	Ref	Statutendatum
1		Die Mitteilungen an die Aktionäre erfolgen durch Brief an die im Aktienbuch verzeichneten Adressen.	1	10.07.2008
1		Gemäss Erklärung des Verwaltungsrates vom 10.07.2008 untersteht die Gesellschaft keiner ordentlichen Revision und verzichtet auf eine eingeschränkte Revision		

Ei	Lö	Besondere Tatbestände	Ref	Publikationsorgan
			1	SHAB

Ei	Lö	Zweigniederlassung (en)	Ei	Lö	Zweigniederlassung (en)

Ze	Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat.	Seite / Id	Ze	Ref	TR-Nr	TR-Datum	SHAB	SHAB-Dat.	Seite / Id
ZG	1	10057	24.07.2008	146	30.07.2008	18 / 4595598							
ZG	2	13336	07.10.2008	198	13.10.2008	20 / 4687622							

Ei	Ae	Lö	Personalangaben	Funktion	Zeichnungsart
1			Rubiralta Vilaseca, Francisco, spanischer Staatsangehöriger, in Barcelona (ES)	Präsident des Verwaltungsrates	Einzelunterschrift
1			Rubiralta Rubió, Francesc, spanischer Staatsangehöriger, in Barcelona (ES)	Mitglied des Verwaltungsrates	Kollektivunterschrift zu zweien
1			Castro Gallego, Ana, spanische Staatsangehörige, in Barcelona (ES)	Mitglied des Verwaltungsrates	Kollektivunterschrift zu zweien
1			Peter, Marina, von Zürich, Zollikon und Comano, in Küsnacht ZH	Mitglied des Verwaltungsrates	Einzelunterschrift

Zug, 12.11.2008 16:03 SCE

Dieser Auszug aus dem kantonalen Handelsregister hat ohne die nebenstehende Originalbeglaubigung keine Gültigkeit. Er enthält alle gegenwärtig für diese Firma gültigen Eintragungen, sowie allfällig gestrichenen Eintragungen. Auf besonderes Verlangen kann auch ein Auszug erstellt werden, der lediglich alle gegenwärtig gültigen Eintragungen enthält.

BEGLAUBIGTER AUSZUG

Zug, 12. NOV. 2008

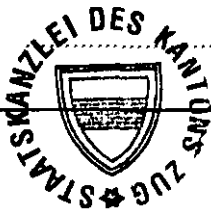
HANDELSREGISTERAMT ZUG

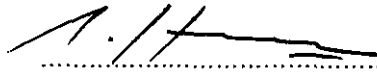
E. Hüsli

APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zug
Country: Swiss Confederation, Canton of Zug
Diese öffentliche Urkunde / This public document
2. ist unterschrieben von **Evelyne Schicker**
has been signed by **Evelyne Schicker**
3. in der Eigenschaft als **Sekretärin**
acting in the capacity of **Secretary**
4. Sie ist versehen mit dem Stempel / Siegel des (der) bears the stamp / seal of
Handelsregister des Kantons Zug
Register of Commerce of the Canton of Zug
5. in / to 6301 Zug
6. Bestätigt am / Certified the **13. Nov. 2008**
7. Durch die Staatskanzlei des Kantons Zug
By Chancery of State of the Canton of Zug
8. unter Nr. / under Nr. **11779/08**
9. Stempel / Siegel Stamp / Seal 10. Unterschrift / Signature



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Rolf Iten