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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

NIFA, S.A., CORP.

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J. Shivers JAN 30 2009

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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. NIFA, 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. Quito, Ecuador

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

3. N/A

(FEI number, if applicable)

4. March 13, 1975

(Date of incorporation)

5. April 22, 2107

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

6. Upon Quqlification

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

7. 2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, FL 33134

(Principal office address)

2121 Ponce de Leon Blvd. Suite 1050, Coral Gables, FL 33134

(Current mailing address)

8. Consulting Services

(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: Consulting Services of South Florida, Inc.

Office Address: 2121 Ponce de Leon Blvd. Suite 1050

Coral Gables, Florida 33134

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Garcia Costa, Miguel Eduardo

Address: 2121 Ponce de Leon Blvd. Suite 1050

Coral Gables, FL 33134

Director: _____

Address: _____

B. OFFICERS

President: Garcia Costa, Miguel Eduardo

Address: 2121 Ponce de Leon Blvd. Suite 1050

Coral Gables, FL 33134

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. Miguel E. Garcia Costa.
(Signature of Director or Officer listed in number 12 of the application)

14. Miguel Eduardo Garcia Costa, President / Director
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REPÚBLICA DEL ECUADOR



SUPERINTENDENCIA DE COMPAÑÍAS
REGISTRO DE SOCIEDADES

CERTIFICADO DE CUMPLIMIENTO DE OBLIGACIONES Y EXISTENCIA LEGAL

No. 434453

DENOMINACIÓN DE LA COMPAÑÍA:
NIFA S.A.

NÚMERO DE EXPEDIENTE: 1901 - 1973 RUC: 1790077446001

DIRECCIÓN: LUIS CORDERO Y AV. 10 DE AGOSTO No.: E1-EE BARRIO: MARISCAL

CIUDAD: QUITO TELÉFONO: 2225189

CERTIFICO QUE LA COMPAÑÍA ARRIBA CITADA, HA CUMPLIDO CON LAS DISPOSICIONES CONSTANTES EN LOS ARTÍCULOS 20 Y 449 DE LA LEY DE COMPAÑÍAS VIGENTE.

LA COMPAÑÍA TIENE ACTUAL EXISTENCIA JURÍDICA Y SU PLAZO SOCIAL CONCLUYE EL: 22/04/2107

CERTIFICACIÓN VALIDA HASTA EL: 30/04/2009

CAPITAL SOCIAL: USD \$ 40.000.0000

POR LA SUPERINTENDENCIA DE COMPAÑÍAS.

Sr. Galo Avila Guevara
Delegado del Secretario General

FECHA DE EMISIÓN: 05/01/2009 10:21:17

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galoa

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REPUBLICA DEL ECUADOR
MINISTERIO DE RELACIONES EXTERIORES
COMERCIO E INTEGRACION

APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. País: **Ecuador**
Country:

El presente documento público
This public document

2. Ha sido suscrito por: **AYALA GUEVARA GALO**
Has been signed by:

3. Actuando en calidad de: **ANALISTA DE PROGRAMACION**
Acting in the capacity of:

4. Llevando el sello/timbre de: **SUPERINTENDENCIA DE COMPAÑIAS**
Bears the seal/stamp of:

Certificado
Certified

5. En: **Quito** B. El: **07/08/2008**
At: **Quito** Date:

7. Por: **Susana Guerra de Freire, Ministro**
By: **Directora General de Legalización**

8. No: **1117702**
No:

9. Sello/timbre: **Susana Guerra de Freire**
Seal/stamp:



NEW LAND TRANSLATIONS

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REPUBLIC OF ECUADOR
CORPORATIONS SUPERVISION OFFICE
CORPORATIONS REGISTRY

CERTIFICATE OF GOOD STANDING AND CERTIFICATE OF STATUS
434453

Name of the company:

NIFA S.A.

File number: 1901-1975

Address: Luis Cordero y 10 de agosto

City: Quito

IRS ID#: 1790077446001

E1-55 Mariscal Neighborhood

Telephone: 222-5189

I certify that the aforesaid company has complied with the stipulations stated in articles 20 and 449 of the current corporation's law.

The company is currently in legal status and its duration is until 04/22/2107

Certification valid until 04/30/2009

Capital is USD\$40,000,000

Signed by the Supervision Office

Galo Avila Guevara

Delegate to the General Secretary

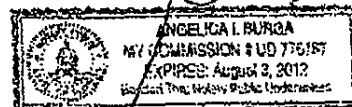
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I hereby certify that this translation from Spanish is correct in its entirety and that we are qualified to make it. Issued in Miami Florida, on 01/23/2009.

Hector Burga
Certified translator

State of Florida
County of Dade
Sworn to and subscribed before me
this 23 day of JANUARY 2009
By HECTOR BURGA
Produced Identification
Type of ID _____



NEW LAND TRANSLATIONS

((H09000018390)))

Republic of Ecuador
Secretary of Foreign Relations
APOSTILLE
(Convention de La Haye 5 of october 1961)

1. Country: Ecuador

This public document

2. Has been signed by: Avila Guevara Galo
3. Acting in the capacity of: Program Analyst
4. Bears the seal/ stamp of: Corporations Supervisory Office

Certified

5. At Quito
6. Date: January 5th, 2009
7. By Susana Guerra de Freire. Minister
Director General Legalizations

8. Number 1477703

1477703

9. Seal/stamp

9. Signatura: Susana G. de Freire

I hereby certify that this translation from Spanish is correct in its entirety and that we are qualified to make it. Issued in Miami Florida, on 01/23/2008.

Hector Burga
Translator

State of Florida
County of DADE
Sworn to and subscribed before me
this 23rd day of JANUARY 2009
By HECTOR BURGA
Produced identification
Type of ID TRANSLATOR

