

FB9088000753

(Requestor's Name)

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(Address)

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TALLAHASSEE, FLORIDA

2-25-09
WC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
DEPARTMENT OF STATE
09 FEB 24 11:22 AM
TALLAHASSEE, FLORIDA

2009 FEB 24 P 3:09

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February 5, 2009

LARRY ALLGOOD
AVIONYX, S.A.
837 BLACKBIRD CT.
ROCKLEDGE, FL 32955

SUBJECT: AVIONYX SOCIEDAD ANONIMA
Ref. Number: W09000005317

We have received your document for AVIONYX SOCIEDAD ANONIMA 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 return the corrected original and one copy of 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) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 309A00004225

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Avionyx Sociedad Anónima (Corp)
(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:

Larry Allgood

(Name of Person)

Avionyx, S.A.

(Firm/Company)

837 Blackbird Court

(Address)

Rockledge, FL 32955

(City/State and Zip code)

For further information concerning this matter, please call:

~~XXXXXXXXXX~~ Larry Allgood at (321) 821-2365 ~~XXXX~~ x 404
(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

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

A. DIRECTORS

Chairman: Larry Allgood

Address: 837 Blackbird Court
Rockledge, FL 32955

Vice Chairman: Leonardo Murillo

Address: Urbanización Los Cafetos, San Francisco de Heredia, quinientos metros al norte y veinticinco metros al este de Servicentro La Fe, casa 2A, Costa Rica

Director: Gustavo Cubas

Address: Casa G120, Urbanización Sierras de la Unión. San Rafael de Tres Ríos, La Unión. Cartago, Costa Rica

Director: _____

Address: _____

B. OFFICERS

President: Larry Allgood

Address: 837 Blackbird Court
Rockledge, FL 32955

Vice President: N/A

Address: _____

Secretary: Gustavo Cubas

Address: Casa G120, Urbanización Sierras de la Unión. San Rafael de Tres Ríos, La Unión. Cartago, Costa Rica

Treasurer: Leonardo Murillo

Address: Urbanización Los Cafetos, San Francisco de Heredia, quinientos metros al norte y veinticinco metros al este de Servicentro La Fe, casa 2A, Costa Rica

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. Larry Allgood, President

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

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TALLAHASSEE, FLORIDA

**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. Avionyx Sociedad Anónima 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. Costa Rica 3. 98-0601876
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/29/2004 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2005 (exact date tbd)
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Ultrapark, Building 6A Heredia, Costa Rica
(Principal office address)
837 Blackbird Court Rockledge, FL 32955
(Current mailing address)

8. to conduct business (meetings, consultations) with customers in Florida
(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: Larry Allgood

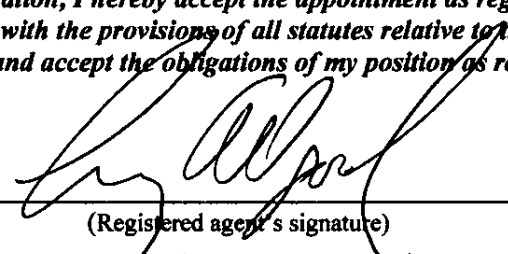
Office Address: 837 Blackbird Court
Rockledge, Florida 32955
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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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.



Official Translation

I, Mark W. Bogan-Miller, Official Translator for the Ministry of Foreign Affairs and Worship of the Republic of Costa Rica, appointed under Decree Number 321, dated June 30, 1997, published in *La Gaceta*, Official Proceedings, number 144, of July 29, 1997, do CERTIFY that the translation from the Spanish language into the English language of the pertinent aspects of the photocopy of the **Literal Certification of the Corporate Person: Avionyx, Sociedad Anónima** to be translated, a copy of which is attached, reads as follows: -----

[Ink seals over revenue stamps in the amount of 320 colons] Regional Office, San José, Western Sector, National Registry, Republic of Costa Rica -----

Literal Certification -----

Corporate Persons; Corporate Number: 3-101-372596 -----

Corporate Person -----

Page 1 of 2 -----

Republic of Costa Rica -----

No. 2816972 -----

[Printed seal in the header] National Registry, Republic of Costa Rica -----

National Registry -----

Literal Certification -----

Certification Number: *-1271981-2009*- -----

Corporate Identity Number: 3-101-372596 -----

General Information -----

Corporate name or indication: *Avionyx Sociedad Anónima* -----

Current Status: Registered -----

Source document: Volume: 534; Entry 87; Date recorded: 02 June 2004 -----

Domicile: San José-San José, *Barrio Luján, Calle 19 Avenida 10 B, casa blanca portón café* -

Purpose / Objectives (Synthesis): Commerce in general, purchase, lease and give in leasehold, receive in lien and mortgage, loan and leasing, grant sureties and guaranties of any type. -----

Term of the Corporate entity: Initiation: 29 March 2004; Expiry: 29 March 2103. -----

Constitution of Capital or Net Worth -----

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 ALBA/ASST. F

Nº 2816972



**REPUBLICA DE COSTA RICA
REGISTRO NACIONAL
CERTIFICACION LITERAL**

NUMERO DE CERTIFICACION: *-1271981-2009*-*
PERSONA JURIDICA: 3-101-372596

REGISTRO NACIONAL
REPUBLICA DE COSTA RICA

DATOS GENERALES

RAZON SOCIAL O DENOMINACION: AVIONYX SOCIEDAD ANONIMA
ESTADO ACTUAL: INSCRITA
DOCUMENTO ORIGEN: TOMO: 534 ASIENTO: 87 FECHA INSCRIPCION: 02/06/2004
DOMICILIO: SAN JOSE- SAN JOSE BARRIO LUJAN CALLE 19 AVENIDA 10 B , CASA BLANCA PORTON CAFE
OBJETO/FINES (SINTESIS): COMERCIO EN GENERAL , COMPRAR , ARRENDAR Y DAR EN ARRENDAMIENTO , RECIBIR EN PRENDA E HIPOTECA , PRESTAMO Y ARRENDAMIENTO, RENDIR FIANZAS Y GARANTIAS DE CUALQUIER TIPO.
PLAZO DE LA ENTIDAD JURIDICA: INICIO: 29/03/2004 VENCIMIENTO: 29/03/2103

CONFORMACION DEL CAPITAL O PATRIMONIO

FECHA DE INSCRIPCION: 02/06/2004 **TIPO DE CAPITAL:** SUSCRITO Y PAGADO **TIPO DE MONEDA:** COLONES
CLASE DE ACCION O TITULO: ACCIONES COMUNES Y NOMINATIVAS
CANTIDAD TITULOS: 1,200 **MONTO:** 1.00 **TOTAL:** 1,200.00

NO EXISTEN MAS REGISTROS DE CAPITAL/PATRIMONIO PARA LA PERSONA JURIDICA

ADMINISTRACION

PLAZO DE DIRECTORES Y/O PRORROGAS: JUNTA DIRECTIVA, FISCAL, Y AGENTE RESIDENTE , POR TODO EL PLAZO SOCIAL.
LA JUNTA DIRECTIVA NO TIENE FACULTAD PARA OTORGAR PODERES

REPRESENTACION

EL PRESIDENTE , CON LAS FACULTADES DE APODERADO GENERALISIMO SIN LIMITE DE SUMA , DE ACUERDO AL ARTICULO 1253 DEL CODIGO CIVIL , PODRA ABRIR Y AUTORIZAR LA APERTURA ,A SÍ COMO CERRAR Y AUTORIZAR EL CIERRE DE TODO TIPO DE CUENTAS CORRIENTES Y DE OTROS TIPOS , Y CAJAS DE SEGURIDAD EN BANCOS NACIONALES Y DEL EXTRANJEROS ASÍ COMO OTRAS INSTITUCIONES QUE PRESTEN DICHOS SERVICIOS, DESEGNANDO LA PERSONA O PERSONAS AUTORIZADAS PARA FIRMAR O INGRESAR EN DICHAS CUENTAS Y CAJAS EN LOS TERMINOS Y CONDICIONES ESTABLECIDAS EN LA PROPIA AUTORIZACION PODRAN EN CUALQUIER MOMENTO REVOCAR DICHAS AUTORIZACIONES Y EFECTUAR OTRAS DE NUEVO , PODRA NOMBRAR APODERADOS CON LA DESIGNACION Y ATRIBUCIONES QUE HARA CONSTAR EN EL PROPIO ACTO DEL NOMBRAMIENTO , PUDIENDO REVOCAR ESTE Y HACER NUEVOS NOMBRAMIENTOS CUANTAS VECES JUZGUE NECESARIO , SIN POR ELLO PERDER SUS FACULTADES ORIGINALES.

NOMBRAMIENTOS

JUNTA DIRECTIVA

FECHA DE INSCRIPCION: 03/09/2004 **CARGO:** PRESIDENTE
OCUPADO POR: LARRY WAYNE ALLGOOD PASAPORTE 301292091
REPRESENTACION: REPRESENTACIÓN JUDICIAL Y EXTRAJUDICIAL
VIGENCIA: INICIO 16/08/2004 **VENCIMIENTO** 29/03/2103

FECHA DE INSCRIPCION: 03/09/2004 **CARGO:** AGENTE RESIDENTE
OCUPADO POR: MARIO QUESADA BIANCHINI CEDULA DE IDENTIDAD 1-0706-0887
REPRESENTACION: NO APLICA
VIGENCIA: INICIO 16/08/2004 **VENCIMIENTO** *-NO HAY *-
DIRECCION: SAN JOSE, BUFETE LACLE & GUTIERREZ ABOGADOS, UBICADOS DE LA ESQUINA NORESTE DE LA CORTE SUPREMA DE JUSTICIA, 50 ESTE.

FECHA DE INSCRIPCION: 01/11/2007 **CARGO:** SECRETARIO
OCUPADO POR: GUSTAVO ADOLFO CUBAS EUCEDA CEDULA DE RESIDENCIA 134000032529
REPRESENTACION: NO APLICA
VIGENCIA: INICIO 18/10/2007 **VENCIMIENTO** 29/03/2103

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TALLAHASSEE, FLORIDA
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Nº 2816973

REGISTRO NACIONAL
 REPUBLICA DE COSTA RICA
FECHA DE INSCRIPCION: 21/12/2007 **CARGO:** TESORERO
OCUPADO POR: LEONARDO MURILLO MONTERO CEDULA DE IDENTIDAD 1-1151-0841
REPRESENTACION: NO APLICA
VIGENCIA: INICIO 15/11/2007 **VENCIMIENTO** 29/03/2103

NO EXISTEN MAS NOMBRAMIENTOS EN JUNTA DIRECTIVA

NOMBRAMIENTOS U OTROS CARGOS DE LA PERSONA JURIDICA

FECHA DE INSCRIPCION: 01/11/2007 **CARGO:** FISCAL
OCUPADO POR: RAFAEL ANGEL MONTERO GUTIERREZ CEDULA DE IDENTIDAD 1-0914-0219
REPRESENTACION: NO APLICA
VIGENCIA: INICIO 18/10/2007 **VENCIMIENTO** 29/03/2103

FIN DE LOS NOMBRAMIENTOS O CARGOS DE LA PERSONA JURIDICA

PODERES QUE HA OTORGADO LA PERSONA JURIDICA

INFORMACION DETALLADA O POSIBLES MOVIMIENTOS EN LA CERTIFICACION DEL PODER CORRESPONDIENTE

CITAS DE INSCRIPCION DEL PODER: 542-13180-1-1 **FECHA:** 09/11/2004
TIPO DE PODER: PODER GENERALISIMO **ESTADO ACTUAL DEL PODER:** INSCRITO

CITAS DE INSCRIPCION DEL PODER: 574-22152-1-1 **FECHA:** 21/12/2007
TIPO DE PODER: PODER GENERALISIMO **ESTADO ACTUAL DEL PODER:** INSCRITO

NO EXISTEN MAS PODERES OTORGADOS POR LA PERSONA JURIDICA
NO EXISTE INFORMACION DE AFECTACIONES SOBRE LA PERSONA JURIDICA
NO EXISTE INFORMACION DE MOVIMIENTOS PENDIENTES SOBRE LA PERSONA JURIDICA
NO EXISTE INFORMACION DE OBSERVACIONES SOBRE LA PERSONA JURIDICA

LA PRESENTE CERTIFICACION CONSTITUYE DOCUMENTO PUBLICO CONFORME LO ESTABLECE EL ARTICULO 71 DEL DECRETO EJECUTIVO NUMERO 26771-J DEL 18 DE MARZO DE 1998 Y EL ARTICULO 369 DEL CODIGO PROCESAL CIVIL.

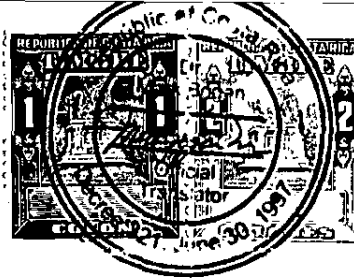
- DADO EN EL REGISTRO NACIONAL, A LAS 7 HORAS 44 MINUTOS Y 14 SEGUNDOS, DEL 22 DE ENERO DEL 2009-

FIRMA DEL FUNCIONARIO AUTORIZADO
 MARCO ANTONIO VARGAS CORONADO



NULA SIN LOS TIMBRES DE LEY CANCELADOS EN SOLICITUD ADJUNTA Y SELLOS CORRESPONDIENTES.

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Official Translation

1 Date of registration: 02 June 2004; Type of capital: Subscribed and paid-up; Currency:
2 Colons. -----
3 Class of share or stock: Common and nominative shares. -----
4 Quantity of shares: 1,200; Amount: 1.00; Total: 1,200.00 -----
5 There are no further records of capital / net worth for this corporate person. -----

6 Administration -----

7 Term for Directors and / or extensions: Board of Directors, Statutory Auditor and Resident
8 Agent, for the full corporate term. -----
9 The Board of Directors does not have capacity to grant Powers of Attorney. -----

10 Representation: -----

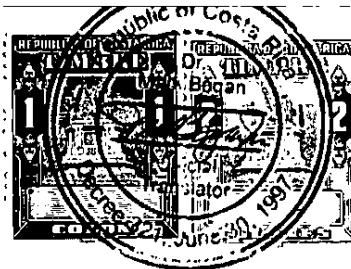
11 The President, with powers of a full and unlimited power of attorney, pursuant to Article
12 1253 of the Civil Code, may open and authorize the opening, as well as close and authorize
13 the closure of all types of current accounts and of other types, and safety deposit boxes, in
14 national and foreign banks, as well as in other institutions that offer these services,
15 designating the authorized person or persons to sign and enter in the aforesaid accounts
16 and boxes under the terms and conditions established in the authorization itself, they may
17 at any time revoke these authorizations and make others anew, he may name general
18 agents with the designation and attributions that he will include in the minutes of the
19 appointment, whereupon he may revoke this appointment and make new appointments as
20 many times as considered necessary, without losing his original powers thereby. -----

21 Appointments -----

22 Board of Directors -----

23 Date recorded: 03 September 2004; Position: President -----
24 Occupied by: Larry Wayne Allgood; Passport 301292091 -----
25 Representation: Judicial and extrajudicial representation -----
26 Validity: Begins: 16 August 2004; Expires: 29 March 2103 -----
27 Date recorded: 03 September 2004; Position: Resident Agent -----
28 Occupied by: Mario Quesada Bianchini; Identity Card: 1-0706-0887 -----
29 Representation: Does not apply -----
30 Validity: Begins: 16 August 2004; Expires: *-* Not indicated *-* -----

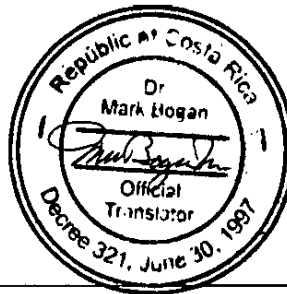
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SECRETARÍA DE ESTADO
TALLAHASSEE, FLORIDA



Official Translation

- 1 Address: San José, Bufete Lacé & Gutiérrez Abogados, ubicados de la esquina noreste de la
- 2 Corte Suprema de Justicia, 50 este -----
- 3 Date recorded: 01 November 2007; Position: Secretary -----
- 4 Occupied by: Gustavo Adolfo Cubas Euceda; Residency Card: 134000032529 -----
- 5 Representation: Does not apply -----
- 6 Validity: Begins: 18 October 2007; Expires: 29 March 2103 -----
- 7 -----
- 8 Corporate Person -----
- 9 Page 2 of 2 -----
- 10 N° 2816973 -----
- 11 Date recorded: 21 December 2007; Position: Treasurer -----
- 12 Occupied by: Leonardo Murillo Montero; Identity Card: 1-1151-0841 -----
- 13 Representation: Does not apply -----
- 14 Validity: Begins: 15 November 2007; Expires: 29 March 2103 -----
- 15 **There are no further appointments to the Board of Directors** -----
- 16 **Appointments or other positions for the Corporate Person** -----
- 17 Date recorded: 01 November 2007; Position: Statutory Auditor -----
- 18 Occupied by: Rafael Angel Montero Gutiérrez; Identity card: 1-0914-0219 -----
- 19 Representation: Does not apply -----
- 20 Validity: Begins: 18 October 2007; Expires: 29 March 2103 -----
- 21 **End of the appointments or positions of the corporate person** -----
- 22 **Powers granted by the corporate person** -----
- 23 Citations for the registration of the power: 542-13180-1-1; Date: 09 November 2004 -----
- 24 Type of Power: Full Power; Current status of the Power: Registered -----
- 25 Citations for the registration of the power: 574-22152-1-1; Date: 21 December 2007 -----
- 26 Type of Power: Full Power; Current status of the Power: Registered -----
- 27 **There are no more powers granted by the corporate person** -----
- 28 **There is no information on encumbrances on the corporate person** -----
- 29 **There is no information on pending movements for the corporate person** -----
- 30 **There is no information on observations on the corporate person** -----

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Official Translation

This certification constitutes a public document pursuant to the indications of Article 71 of Executive Decree Number 26771-J dated 18 March 1998 and Article 369 of the Code of Civil Proceedings. -----

-Issued in the National Registry, at 7 o'clock 44 minutes and 14 seconds a.m., on the 22nd day of January 2009.- -----

[Signed - illegible] -----

Signature of the authorized official -----

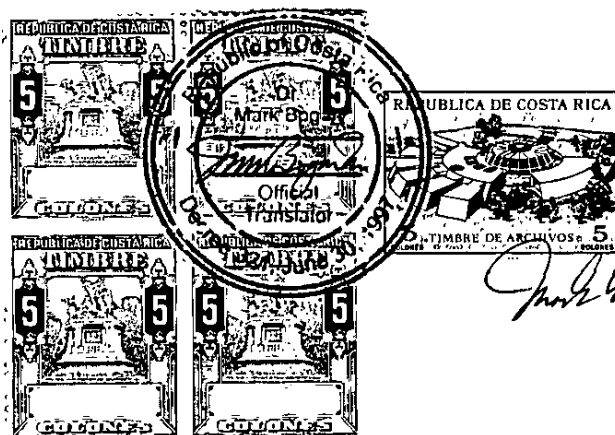
Marco Antonio Vargas Coronado -----

[Ink seal] Regional Office, San José, Western Sector, National Registry, Republic of Costa Rica -----

Void without the stamps required by law cancelled on the attached application and the corresponding seals. -----

----- LAST LINE -----

IN WITNESS WHEREOF, at the request of the interested party, I issue the present Official Translation from Spanish into English, consisting of four pages of 30 lines each and I sign and seal it in San José, Republic of Costa Rica, on the 22nd day of January in the year of Our Lord 2009. The stamps required by law are affixed and canceled. I affix my embossed seal at the foot of the translation and upon the notary seal attached to the copy of the document herein translated. The four pages of the translation are written only on the obverse and the reverse has been annulled. -----



Mark Hogan

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TALLAHASSEE, FLORIDA