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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

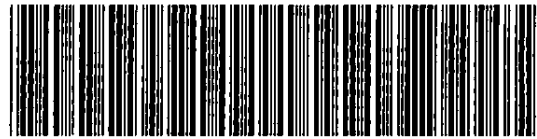
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2010 APR 23 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Tecnoglass 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," or "Certificate of Good Standing" 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:

Mr. Phillip M. Hudson III, Esq.

Name of Person

Arnstein & Lehr LLP

Firm/Company

200 South Biscayne Boulevard, Suite 3600

Address

Miami, Florida 33131

City/State and Zip code

pmhudson@arnstein.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven M. Appelbaum, Esq.

at (305) 428-4519

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

✓

**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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Tecnoglass S.A., Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Tecnoglass Colombia S.A., Inc.

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

2. Colombia

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

3. _____

(FEI number, if applicable)

4. May 4, 1994

(Date of incorporation)

5. April 18, 2044

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

6. January 1, 1996

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

(Principal office address)

Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

(Current mailing address)

8. Manufacturing, transformation, commercialization and exportation of glasses.

(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: Mr. Phillip M. Hudson III, Esq.

Office Address: 200 S. Biscayne Blvd., Suite 3600

Miami, Florida 33131

(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.

✓

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

A. DIRECTORS

Chairman: Samuel Roger Azout-Papu (Head)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Vice Chairman: Rogero Eduardo Ramos-Lopez (Head)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Director: Juan Catlos Vilarino-Amalfi (Head)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Director: Marco Fernando Galvis-Quintero

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

B. OFFICERS

President: Omar Dominguez-Gaitan

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Vice President: Carlos Elias Amin-Daes (First Deputy President)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

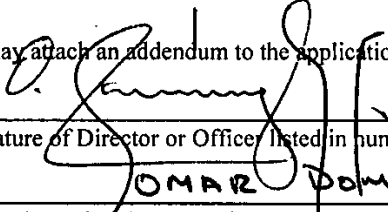
Secretary: Rodolfo Espinosa-Meola (Second Deputy President)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

Treasurer: Divier Moreno-Ramos (Head Statutory Auditor)

Address: Avenida Circunvalar, 100 mts. De la via 40 Las Flores, Barranquilla, Colombia S.A.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03-06001902 185844 TECNOGLASS S.A.

Barranquilla, February 01, 2010

Hr. 16:29:29

No.14341099

CHAMBER OF COMMERCE OF BARRANQUILLA

**CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR OF
REGISTRATION OF DOCUMENTS**

TECNOGLASS S.A.

NIT: 800.229.035-4

**IN JUNE OF THE CURRENT YEAR THE CHAMBER OF COMMERCE WILL
ELECT THE MEMBERS OF THE BOARD OF DIRECTORS. CANDIDATES
MUST REGISTER DURING THE FIRST TWO WEEKS OF MAY. FOR
FURTHER INFORMATION CONTACT MAIN PREMISES OR CALL 3303911**

**THE UNDERSIGNED SECRETARY OF THE CHAMBER OF COMMERCE IN
BARRANQUILLA, BASED ON COMPANY FILE RECORDS**

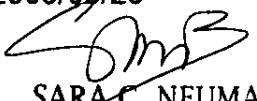
CERTIFIES:

That by public deed No.990 of April 18, 1994, issued by the Third Notary Public of Barranquilla, registered in this Chamber of Commerce on May 4, 1994 under the number 53.859 in the corresponding book, appears the constitution of the company TECNOGLASS S.A.

CERTIFIES:

That this company has been modified by the following deeds and/or private documents:

<u>Number</u>	<u>yyyy/mm/dd</u>	<u>Notary Public</u>	<u>Regist. No.</u>	<u>yyyy/mm/dd</u>
677	1994/09/06	Eighth, Barranquilla	55,642	1994/09/19
605	1996/02/21	Fifth, Barranquilla	62,835	1996/02/29
2.728	2002/10/01	Seventh, B.quilla	101,284	2002/10/09
1.435	2003/05/28	Seventh, B.quilla	105,243	2003/05/28


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Certified Translator
Lic. 529 of 3/25/1987

Ministry of Justice - Bogota - Colombia

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TALLAHASSEE, FLORIDA

948

2007/03/29 Seventh, B.quilla 130,913

2007/04/02

CERTIFIES:

That according to the foregoing deeds, this company is governed by the following provisions:

COMPANY NAME:

TECNOGLASS S.A.

MAIN PREMISES: Barranquilla

NIT (Tributary Identification Number): 800.229.035-4

MERCANTILE REGISTRATION No. 185,844

CERTIFIES:

Address for legal notifications:

AVENIDA CIRCUNVALAR VIA 40

In the city of Barranquilla

e-mail: hermes@tecnoglass.com

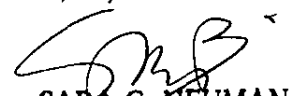
web: www.tecnoglass.com

CERTIFIES:

DURATION: The term for the duration of this company has been fixed until April 18, 2044.

CERTIFIES:

CORPORATE PURPOSE: The corporate purpose of this company will be: a) the manufacturing, transformation and commercialization and exportation of glasses of every shape, such as safety glass, thermo-acoustic double and laminated glass, as well as the manufacturing of counters and marble slabs, national and imported; b) the distribution of construction materials; c) the investment in shares, quotes or parts of interest in partnerships of any nature; d) the


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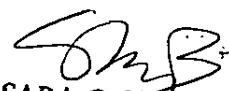
investment, negotiation and administration of urban or rural real estate properties and administration thereof, either by the company or a third party; e) the importation of raw materials and machinery as may be necessary in order to implement the corporate object; f) in general, the execution of acts or contracts on movable or real estate properties related to the above referred corporate object; g) the extrusion, foundry, painting, anodizing, exportation, importation and commercialization of aluminum in all its shapes and derivations.

CERTIFIES:

CAPITAL	No.SHARES	\$/SHARE
Authorized: Col.\$2,000,000,000	20,000,000	100
Subscribed: \$1,326,258,900	13,262,589	100
Paid: \$1,326,258,900	13,262,589	100

CERTIFIES:

ADMINISTRATION: The governance and administration of the company will be the responsibility of the company President. The President is the legal representative of the company, judicially and extra-judicially, will have voice in the deliberations of the Board of Directors. At the President's total, accidental or temporary absence, the President's first and second deputies will replace him. Absolute absence is understood as death, accepted resignation or abandonment of post without license and for more than thirty days. The responsibilities of the President are, among others: to implement the decrees and agreements of the General Assembly of share holders and the Board of Directors; to designate the authorized representatives of the company, judicially and extra-judicially, as may be necessary, and to delegate authority on them as he considers appropriate. To execute contracts for corporate purposes. While at post, the President may, within the corresponding limits and statutory requirements, attend suits where the company property is in dispute, to accept and come to terms concerning corporate businesses, whatever type they are.


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No.14341100

To desist, interpose any kind of appeal, make deposits in banks and banking agencies, make novations and renovations of obligations and credits and to extend terms, to carry out exchange contracts of all kinds, sign and subscribe securities such as bills, notes, checks, drafts, warrants, and any other type of document, as well as negotiate, keep, collect, pay, discharge them, and so on. In other words, represent the company. For acts or contracts beyond FIFTY MILLION PESOS (Col.\$50.000.000.00), or for buying, selling or taxing of real estate property, machinery, equipment and investment in shares, quotes of parts of corporate interest in any company, the President will need previous authorization from the Board of Directors.

CERTIFIES:

That it is forbidden for the company to act as warrantor of obligations to third parties or to guarantee corporate properties other than its own and these agreements must be previously authorized by the Board of directors.

CERTIFIES:

That according to the Meeting Notes document No. 18 of the Assembly Shareholders of the company TECNOGLASS S.A., held on February 11, 2009, duly filed in its relevant part in this Chamber of Commerce on March 11, 2009 under No. 147,160 of the corresponding book, the following positions were created:

BOARD OF DIRECTORS

TYPE:

Heads:

- | | |
|--------------------------------|-----------------------------------|
| 1. Azout-Papu Samuel Roger | Citizenship ID Card No.8.691.807 |
| 2. Ramos-Lopez Rugero Eduardo | Citizenship ID Card No.72.146.939 |
| 3. Vilarino-Amalfi Juan Carlos | Citizenship ID Card No.72.148.244 |


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Deputies:

- | | |
|-----------------------------------|-----------------------------------|
| 1. Galvis-Quintero Marco Fernando | Citizenship ID Card No.8.670.415 |
| 2. Espinosa-Meola Rodolfo | Citizenship ID Card No.3.744.755 |
| 3. Velilla-Becerra Alberto Jose | Citizenship ID Card No.79.153.966 |

CERTIFIES:

That according to the Meeting Notes document No. 5 of the Assembly Shareholders of the company TECNOGLASS S.A., held on July 18, 1996, duly filed in its relevant part in this Chamber of Commerce on July 24, 1996 under No. 64,899 of the corresponding book, the following positions were created:

Position/Name

President

Identification

Dominguez-Gaitan Omar

Citizenship ID Card No.3.769.167

CERTIFIES:

That according to the Meeting Notes document No. 196 of the Assembly Shareholders of the company TECNOGLASS S.A., held on July 23, 2006, duly filed in its relevant part in this Chamber of Commerce on August 17, 2006 under No. 126,044 of the corresponding book, the following positions were created:

Position/Name

Identification

First Deputy President

Amin-Daes Carlos Elias

Citizenship ID Card No.72.267.121

Second Deputy President

Espinosa-Meola Rodolfo

Citizenship ID Card No.3.744.755

CERTIFIES:

That according to the Meeting Notes document No. 26 of the Assembly Shareholders of the company TECNOGLASS S.A., held on September 26, 1995, duly filed in its relevant part in this Chamber of Commerce on November 16,


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1995 under No. 61,295 of the corresponding book, the following positions were created:

Position/Name	Identification
Statutory Auditor	
CONTAJURI LTDA.	Ni 800.010.284
Head Statutory Auditor:	
Moreno-Ramos Divier	Citizenship ID Card No.7,468,609
Deputy Statutory Auditor:	
Posso-Gonzalez Alexis Rafael	Citizenship ID Card No.7,930,836

CERTIFIES:

That in this Chamber of Commerce there is no further registration of documents concerning re formations, dissolutions, liquidations, or creation of legal representatives of the company;

CERTIFIES:

That the last renewal took place on March 29, 2009

Information concerning embargoes is provided in the Registration Certificates.
Information on contracts subject to registration is provided in Special Certificates.

CERTIFIES:

[N]

That the registration acts herein certified will be effective five w following filing thereof provided that within said term there will be no reversals before this entity, nor of appeals before the Superint Industry and Commerce.

(Signed): Signature il

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Thank you*



***** Pag. 2

C A M A R A D E C O M E R C I O
D E B A R R A N O U I L L A

09*****

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

TECNOGLASS S.A.

NIT: 800.229.035-4

desistir, interponer todo genero de recursos, hacer depositos en Bancos y agencias bancarias; novar y renovar obligaciones y creditos y prorrogar sus plazos;celebrar el contrato de cambio en todas sus manifestaciones y firmar y suscribir titulos valores tales como letras, pagares,cheques,giros,libranzas ycualquier otro documento, asi como negociar estos instrumentos tenerlos, cobrarlos,pagarlos, descargarlos, etc., y en una palabra representar la compania. Para todos los actos o contratos que impliquen para la compania un endeudamiento superior a los CINCUENTA MILLONES DE PESOS (\$50.000.000.00) asi como para la compra, venta y gravamen de bienes inmuebles, maquinaria, equipos e inversion en acciones, cuotas o partes de interes social en cualquier compania,el Presidente requerira autorizacion previa de la Junta Directiva.-----

Esta prohibido a la sociedad constituirse en garante de obligaciones de terceros o caucionar con los bienes sociales obligaciones distintas de las suyas propias pero tales acuerdos deben ser previamente autorizados por la Junta Directiva.

Que según Acta No. 18 del 11 de Febrero de 2009 correspondiente a la Asamblea de Accionistas en Barranquilla, de la sociedad:

TECNOGLASS S.A.

cuya parte pertinente se inscribió en esta Cámara de Comercio, el 11 de Marzo de 2009 bajo el No. 147,160 del libro respectivo, fueron hechos los siguientes nombramientos:

CLASE:

JUNTA DIRECTIVA

Principales

1. Azout Papu Samuel Roger
2. Ramos Lopez Rugero Eduardo
3. Vilárino Amalfi Juan Carlos

CC.*****8,691,807

CC.*****72,146,939

CC.*****72,148,244

Suplentes

1. Galvis Quintero Marco Fernando
2. Espinosa Meola Rodolfo
3. Velilla Becerra Alberto Jose

CC.*****8,670,415

CC.*****3,744,755

CC.*****7.9,153,966

C E R T I F I C A

Que según Acta No. 5 del 18 de Julio de 1996 correspondiente a la Asamblea de Accionistas en Barranquilla, de la sociedad: TECNOGLASS

03-06001902 185844 TECNOGLASS S.A.

Barranquilla, 01 de Febrero de 2010

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CAMARA DE COMERCIO
DE BARRANQUILLA

09*****

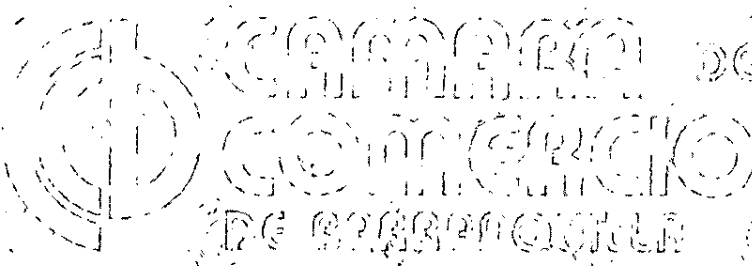
CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

TECNOGLASS S.A.-----

NIT: 800.229.035-4.

que, dentro de dicho término, no sean objeto de los recursos de reposición ante esta entidad, y/o de apelación para ante la Superintendencia de Industria y Comercio.

m. l. p. a. s.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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