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(Address)

(City/State/Zip/Phone #)

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FILED
10 MAY 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 5/14/10

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Windmills Capital Management 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," 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:

Alejandro Riquezes

Name of Person

Windmills Capital Inc.

Firm/Company

1900 NW Corporate Boulevard, Suite E 205

Address

Boca Raton, FL 33431

City/State and Zip code

guillermo.ponte@windmillsglobal.com

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

For further information concerning this matter, please call:

Guillermo A. Ponte

Name of Person

at (+58212) 9537717

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.*

1. Windmills Capital Management 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. Panama

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

3. N/A

(FEI number, if applicable)

4. 05/10/2005

(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. Avenida Federico Boyd y Avenida Balboa, Edf. Parque Urraca, Local D, Ciudad de Panama, Panama

(Principal office address)

1900 NW Corporate Boulevard, Suite E205, Boca Raton, Fl. 33431

(Current mailing address)

8. Buy & Sell Real Estate Property, Refer International clients, Open Banking relationship

(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: Alejandro Riquezes

Office Address: 1900 NW Corporate Boulevard, Suite E205,

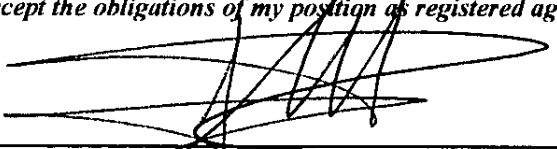
Boca Raton, Florida 33431

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Juan Andres Riquezes

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

Vice Chairman: Paolo V. Longo

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

Director: Guillermo A. Ponte

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

Director: _____

Address: _____

B. OFFICERS

President: Juan Andres Riquezes

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

Vice President: Paolo V. Longo

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

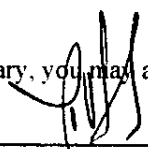
Secretary: Guillermo A. Ponte

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

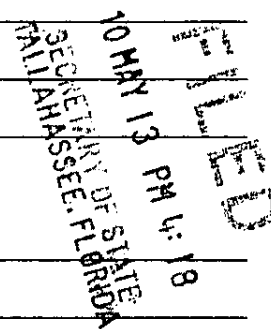
Treasurer: Paolo V. Longo

Address: Av. Libertador, Torre Exa, Piso 1, Ofc. 108, El Rosal, Caracas - Venezuela

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. Paolo V. Longo , Director - Vice President
(Typed or printed name and capacity of person signing application)



Film Both
Side
of

REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA

No. 101352

CERTIFIES

IN VIEW OF REQUEST 10 - 33543

-----THAT THE CORPORATION-----

5256 SINCE MAY TENTH TWO THOUSAND FIVE,

--THAT ITS SUBSCRIPTIONS ARE:

1. ANA LUISA CASTRO NOVEY
2. ALIDA CASTRO NOVEY

--THAT ITS DIRECTORS ARE:

1. JUAN ANDRES RIQUEZES MIJARES
2. PAOLO VICTOR LONGO FALSETTA
3. GUILLERMO PONTE SUCRE

--THAT ITS DIGNATRIES ARE:

- PRESIDENT
VICE PRESIDENT
TREASURER
SECRETARY

JUAN ANDRES RIQUEZES MIJARES
PAOLO VICTOR LONGO FALSETTA
PAOLO VICTOR LONGO FALSETTA
GUILLERMO PONTE SUCRE

--THAT THE LEGAL REPRESENTATIVE IS:

THE PRESIDENT AND IN HIS ABSENCE THE VICEPRESIDENT

--THAT ITS RESIDENT AGENT IS: VICTOR ADOLFO CABADA IGLESIAS

--SHARES WITH NO NOMINAL VALUE

--DETAILS OF THE CAPITAL:

THE AMOUNT OF SHARES THAT CAN BE EMITTED BY THE CORPORATION IS UP TO 500 SHARES WITH NO NOMINAL VALUE

--THAT ITS DURATION IS PERPETUAL

--THAT ITS DOMICILE IS PANAMA

GIVEN AND SIGNED IN THE PROVINCE OF PANAMA, TWENTY NINE APRIL TWO THOUSAND TEN AT 16:48 PM

NOTE: THIS CERTIFICATE PAYS RIGHTS IN THE SUM OF: \$30.00

RECEIPT NO. 10-33543

CERTIFICATE NO. ANONYMOUS SOCIETY 047581

DATE: THURSDAY APRIL 29 2010

(SIGNED) JOHEL ANTONIO COCCIO
CERTIFIER

TRANSLATOR'S NOTE: ORIGINAL DOCUMENT HAS AFFIXED AN APOSTILLE WITH THE OFFICIAL RUBBER STAMP SEAL OF THE REPUBLIC OF PANAMA AND SIGNED BY THE CERTIFIER

THE UNDERSIGNED, AUTHORIZED PUBLIC INTERPRETER, CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT TRANSLATION OF THE ORIGINAL DOCUMENT GIVEN IN THE SPANISH LANGUAGE



Earl P. Watson 5 MAY 2010

EARL PATRICK WATSON
Intérprete Público Autorizado
Resolución No. 506 Del
18 de Diciembre de 1995
Ministerio de Gobierno y Justicia
Panamá, República de Panamá

FILED
10 MAY 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REPUBLICA DE PANAMA

REGISTRO PUBLICO DE PANAMA

No.101352



REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA

CERTIFICACION

CON VISTA A LA SOLICITUD 10 33543

QUE LA SOCIEDAD

WINDMILLS CAPITAL MANAGEMENT CORP.

SE ENCUENTRA REGISTRADA LA FICHA 486527 DOC 775256 DESDE EL

DIEZ DE MAYO DE DOS MIL CINCO

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:

1) ANA LUISA CASTRO NOVEY

2) ALIDA CASTRO NOVEY

QUE SUS DIRECTORES SON:

1) JUAN ANDRES RIQUEZES MIJARES

2) PAOLO VICTOR LONGO FALSETTA

3) GUILLERMO PONTE SUCRE

QUE SUS DIGNATARIOS SON:

PRESIDENTE JUAN ANDRES RIQUEZES MIJARES

VICE-PRESIDENTE PAOLO VICTOR LONGO FALSETTA

TESORERO PAOLO VICTOR LONGO FALSETTA

SECRETARIO GUILLERMO PONTE SUCRE

QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE Y EN SU AUSENCIA LO SUSTITUIRA EL VICEPRESIDENTE.

QUE SU AGENTE RESIDENTE ES VICTOR ADOLFO CABADA IGLESIAS

ACCIONES SIN VALOR NOMINAL

DETALLE DEL CAPITAL

LA CANTIDAD DE ACCIONES QUE PUEDE EMITIR LA SOCIEDAD ES DE HASTA 1500

ACCIONES TODAS SIN VALOR NOMINAL

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA EL VEINTINUEVE DE ABRIL

DEL DOS MIL DIEZ A LAS 07:16:48 P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS

POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 10 33543

NO. CERTIFICADO: S. ANONIMA 047581

FECHA: Jueves 29 de Abril de 2010

ANAME

FILED
10 MAY 13 PM 4:18
SECRETARÍA DE PALE
TALLAHASSE, FLORIDA

Joel Antonio Coccio
JOHEL ANTONIO COCCIO
CERTIFICADOR



APOSTILLE

Convention de la haye du 5 octobre 1961

1- Pais PANAMA.

El presente documento publico

2 ha sido firmado por *Elisabeth Guyata*

3 quien actua en calidad *Elisabeth*

4 y esta reyesitido del sello/timbre de 20

CERTIFICACION