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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
ELECTREN USA, INC.**

Certificate of Status	0
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11 MAY 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
J. Shivers MAY 25 2011

**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. ELECTREN USA, 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. DELAWARE

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

3. _____

(FEI number, if applicable)

4. MAY 4, 2011

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 500 FIFTH AVENUE, 38TH FLOOR, NEW YORK, NEW YORK 10110

(Principal office address)

(Current mailing address)

8. ALL LAWFUL PURPOSES OR ACTIVITIES FOR WHICH CORPORATIONS CAN BE FORMED 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Troy Todd

as its 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: LUIS MARIA ESCONDRIJLAS WENCELLAddress: 500 FIFTH AVENUE, 38TH FLOOR, NEW YORK, NEW YORK 10110

Vice President: _____

Address: _____

Secretary: JOSEPH GERARD PORTELAAddress: 500 FIFTH AVENUE, 38TH FLOOR, NEW YORK, NEW YORK 10110Treasurer: FERNANDO GONZÁLEZ-ALCANIZAddress: 500 FIFTH AVENUE, 38TH FLOOR, NEW YORK, NEW YORK 10110

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. LUIS MARIA ESCONDRIJLAS WENCELL

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

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**STATE OF FLORIDA
CERTIFICATE OF AUTHORITY**

ELECTREN USA, INC.

SECTION 12. DIRECTORS

NAME	TITLE	ADDRESS
Gonzalo Gómez-Zamalloa Baraibar	Director	500 Fifth Avenue, 38 th floor New York, NY 10110
José Ignacio Legorburo Escobar	Director	500 Fifth Avenue, 38 th floor New York, NY 10110
José Antonio López-Monis Plaza	Director	500 Fifth Avenue, 38 th floor New York, NY 10110
Ramón Jesús Rivera Díaz	Director	500 Fifth Avenue, 38 th floor New York, NY 10110

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTREN USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELECTREN USA, INC." WAS INCORPORATED ON THE FOURTH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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110598696

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8780729

DATE: 05-23-11