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Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION ESTRUCTURAL INGENIEROS Y ARQUITECTOS LTDA CORP

Certificate of Status	0
Certified Copy	1
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February 25, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations
LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: ESTRUCTURAL INGENIEROS Y ARQUITECTOS LTDA CORP
REF: W13000011164

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000042324
Letter Number: 513A00004477

H13000042324

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. ESTRUCTURAL INGENIEROS Y ARQUITECTOS LTDA 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. COLOMBIA

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

3. N/A

(FEL number, if applicable)

4. SEPTEMBER 13-2006

(Date of incorporation)

5. PERPETUAL

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

6. FEBRUARY 22/13

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

7. 15619 SW 112 DR. MIAMI FL 33196

(Principal office address)

(Current mailing address)

8. _____

(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: PATRICIO JARAMILLO

Office Address: 15619 SW 112 DR

MIAMI

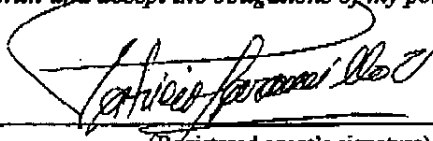
(City)

, Florida 33196

(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:

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A. DIRECTORS

Chairman: YAMILE DEL ROSARIO DURAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDAAddress: 15619 SW 112 DR
MIAMI FL 33196

Vice Chairman: DAVID ESTEBAN GARZON

Address: 15619 SW 112 DR
MIAMI FL 33196

Director: ZAHYRA ALEJANDRA GARZON

Address: 15619 SW 112 DR
MIAMI FL 33196

Director: PATRICIO SARAHILLO

Address: 15619 SW 112 DR
MIAMI FL 33196

B. OFFICERS

President: YAMILE DEL ROSARIO DURAN

Address: 15619 SW 112 DR
MIAMI FL 33196

Vice President: DAVID ESTEBAN GARZON

Address: 15619 SW 112 DR
MIAMI FL 33196

Secretary: PATRICIO SARAHILLO

Address: 15619 SW 112 DR MIAMI FL 33196

Treasurer: ZAHYRA ALEJANDRA GARZON

Address: 15619 SW 112 DR MIAMI FL 33196

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.

PATRICIO SARAHILLO

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

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**Chamber of Commerce Bogota**

Creditos Branch

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TALLAHASSEE, FLORIDA

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Certificate of existence and legal representation or document inscription**The Chamber of Commerce in Bogota, base on the record of registration certifies:****Name:** Estructural Ingenieros y Arquitectos LTDA.**N.I.T.:** 900106363-1**Address:** Bogotá DC**Certifies:****Registration No:** 01634817 September 13, 2006**Certifies:****Renewal of registration inscription:** May 29 2012**Last year renewal:** 2012**Reported total assets:** \$5'000.000**Certifies:****Judicial notification address:** CR 58 No 138 77 CA 12**County:** Bogota D.C.**Judicial email notification:** contabilidad@structural.com**Commercial address:** CR 58 No 138 77 CA 12**County:** Bogota DC**Commercial Email:** contabilidad@structural.com**Certifies:**

Constitution: That through a private document assembled by shareholders on September 13, 2006, registered on September 13, 2006 under number 01078645 of book IX, Estructural Ingenieros y Arquitectos LTDA was created.

Certifies:

That through document No. 4 put together by shareholders on September 13, 2006 and registered on June 21, 2010 under number 01492835 of book IX, the company changed its name from Enerse Coal SAS to Enerse Coal C I S A S

Certifies:**Reforms:**

E. P. No.	Date	Notary	City	Date	Inscription Number
6	2009/12/13	0000	Bogota	D.C. 2009/12/13	01351889

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Certifies

Validity: The duration of the society is until September 07 2016 and is active

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Certifies:

Social object: The social object of the society will be: Building construction, design of building projects, and also any commercialization and sale of Colombian products outside of the country, which have been acquired in the market or produced by partners of the same. Develop mines by means of the acquisition of mine titles, locating prospects, exploration and exploitation of self benefit or for third parties, carry out the commercialization and sale of mines, partake in the construction, development and operation of the infrastructure and equipment required during any of the stages of extraction, transportation and distribution of ores, the administration of human resources, technological and/or furniture or real estate for the development of humanitarian projects under outsourcing or any other method that implies the administration of —for a specified outcome. Supply equipment, vehicles, tools, personnel, and any other items necessary for the development of all types of civil projects in the industries of manufacturing, exploration and exploitation of any type of mines to produce cement and concentrates.. The construction and exploitation of local businesses, building, apartments and necessary facilities for the lending of their services or for third parties or for users. G) The processing before civil and administrative authorities in order to obtain for self or third parties or users, construction licenses, town planning, sites and/or land lots. The investment in urban real estate and/or rural sites and the administrative acquisition, leasing, ----- or ----- of the same. The investment of the funds in own assets and properties won, shares, bonds, certificate of deposits, stocks, and interest earned in agreements, just as the negotiation of all types of credit rights. The participation of partnerships of shares or quotas or interest or the temporary partnership with other firms or entities. The import and export of articles and goods, to any title, for the use of it's services. The import and export of raw materials or manufactured products and industrial consumption, farming, mines, ----- and manufacturing. Draw up contracts of any nature that will allow the development of a social object, with establishments of credit and insurance companies, all the operations that deal with businesses and social goods. Transfer, accept, insure, charge and negotiate items of credit. N) Hold the contract of checking account and carry out all types of financial operations with bank entities, corporations, deposit collectors or any other individual or entity that handles similar activities. Form part of other partnerships that share a similar or complimentary purpose or counseling the company or that convenient for the social business and acquire such businesses or partner with them. P) Transform into another type of legal partnership. Desist, respond, or appeal the arbitrary decisions in matters that has interest in front of third parties or shareholders or its employees and administrators. Bid nationally and internationally in order to obtain contracts and or sales with firms or with the state. Rent, sell and lend council in the management of computer programs related with a social objective. Teach courses to engineers and technical personnel or workers who work in the industries that have a social objective whether it is with own resources or those of third parties. Conduct studies of health, and the environment and negotiate with governmental authorities

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that correspond with the permits required to advance projects dealing with exploration and exploitation in the hydrocarbon mine industries and manufacturing in general. Design and build industrial complexes, centers of services, storage and products derived from petroleum such as camps and facilities necessary for the development of social objective. Provide maintenance services, preparation, equipment repairs and materials giving with social objective. Paragraph: Included under social objectives are the acts directly related with the activities and those whose final objective is to enforce the rights or fulfill the legal obligations or conventionally derived existence and social activity. Likewise, transactions and investments whether or not are destined to the direct compliance of the object, have the virtue of being useful for the preservation, protection and addition of social capital such as 1. Buy/Sale or exploitation of real estate or in the city or abroad; 2) Promote, form, finance, organize and administer businesses, societies and/or associations dedicated to similar activities with social objective. 3) Form mutual contracts with or without guarantees, open, manage bank accounts, 4) Grant, negotiate, accept, endorse, discount, evaluate, protest and in general negotiate all types of mercantile or civil assets, 5) Form or participate all type of service lending contracts ^) Give or take money with or without mutual interest 7) Partner with other individuals or public or private national or international institutions 8) Build own projects or outsource third parties.

Certifies:

Capital:

****Authorized Capital****

Value	:	\$75,000,000.00
No. of Shares	:	750.00
Nominal Value	:	\$1,500.00

****Capital Subscript****

Value	:	\$75,000,000.00
No. of Shares	:	750.00
Nominal Value	:	\$1,500.00

****Paid Capital****

Value	:	\$75,000,000.00
No. of Shares	:	750.00
Nominal Value	:	\$1,500.00

Certifies:

Legal representation: The legal representation of the partnership for the shares simplified will be in charge of a general manager, shareholder or not, who will have two substitutes, the Assistant manager in Bogota and the Assistant manager in Bucaramanga, who will replace the general manager during his temporary absence, and whose term will last one year as established by the shareholders. The duties of the legal

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representative will end in the event of resignation or revocation by the shareholder assembly.

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Certifies:

****Appointments****

By Act No. 1 of the Shareholder Assembly on December 28, 2009, registered on December 28, 2009 under number 01351027 of book IX, was appointed

Name	Identification
General Manager	
Duran Pineda Maria del Rosario	C. C. 000000051694716
Name	Identification
Assistant Manager Bogota	
Olave Lopez Leonel Francisco	C. C. 000007178291

Certifies:

Qualities of the legal representative: The partnership will be managed, administered and represented legally before third parties by the legal representative, who will have no restrictions by contract. Thereby, it is understood that the legal representative will be able to form or execute all acts and contracts understood to have social objectivity or that deal directly with the existence and functionality of the partnership. The back up legal representatives have limited expenditure authority up to fifty minimum monthly salaries. The legal representative will have maximum authority to act in all circumstances on behalf of the partnership, with the exception of set forth by the shareholders. When dealing with third parties, the partnership will be obliged to honor contracts formed by the legal representative. It is forbidden for the legal representative and or any other administrator of the partnership to obtain under any circumstance loans or guarantees under the name of the partnership for personal gain. The shareholder assembly analyses any makes changes to the partnerships regulations and approves all changes with unanimity.

Certifies:

Conforming with the established law 962 of 2005, the documents here fore registered and certified are binding five (5) business days from the date of registration, as long as they are not a resource of the government.

*****The following certificate does not allow permission****

***** functioning in any case******

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Mister Investor, if your company has a net worth of less than 30,000 SMLMV and a plant with personnel of less than 200 employees, you have the right to receive a discount in the payment of 75% in the first year of the establishment of the business, 50% discount in the second year and 25% in the third year. Law 590 from 2000 and 525 from 2009.

Remember to go to www.supersociedades.gov.co to verify if your company must submit financial statements. Avoid sanctions.

The secretary of the Chamber of Commerce,
Value: \$3,700

Conforming with statute 2150 from 1995 and the authority set forth by the superintendence of industry and commerce, during November 18, 1996, the electronic signature that appears below has full validity for all legal acts.

SIGNATURE

TRANSLATION DONE BY

Cristina Jaramillo

MA Emerson College Boston