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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 : VIP ACCOUNTING & BUSINESS CONSULTING , LLC  
Account Number : I20100000072  
Phone : (954) 228-2410  
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Email Address: Vitor.bidart@vipbusiness.com

FOREIGN PROFIT/NONPROFIT CORPORATION  
VIATEL FOUNDATION

Certificate of Status	0
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Page Count	11
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TALLAHASSEE, FLORIDA

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September 9, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
VIP ACCOUNTING & BUSINESS CONSULTING, LLC

SUBJECT: VIATEL FOUNDATION  
REF: W13000049770

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

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The foreign qualification filing do not have incorporators they have officers/directors.

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

Ruby Dunlap  
Regulatory Specialist II

FAX Aud. #: H13000198714  
Letter Number: 913A00021199

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**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.**

**I - (Name of corporation; must include the word "INCORPORATED",  
"COMPANY", "CORPORATION" or words or abbreviations of like import  
in language as will clearly indicate that it is a corporation instead of a  
natural person or partnership if not so contained in the name at  
present.)**

***VIATEL FOUNDATION, INC.***

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

**REPUBLIC OF PANAMA**

**III - (FEI number, if applicable)**

**APPLIED**

**IV - (Date of Incorporation)**

**September, 4<sup>th</sup> 2013**

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

**PERPETUAL**

**VI - (Date first transacted business in Florida. If corporation has not  
transacted business in Florida, insert "upon qualification.") (SEE  
SECTIONS 607.1501, 607.1502 and 817.155, F.S.)**

**UPON QUALIFICATION**

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**VII— (Principal office address)**

**6499 POWERLINE RD STE 101  
FT LAUDERDALE, FL 33309**

**VIII— (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)**

**THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR  
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED  
STATES AND OF THIS STATE**

**IX— Name and street address of Florida registered agent:  
(P.O. Box or Mail Drop Box **NOT** acceptable)**

The name and address of the registered agent and office is:

**VIP ACCOUNTING & BUSINESS CONSULTING, LLC.**

Registered Agent

**6499 Powerline Rd Ste 101 – Fort Lauderdale**

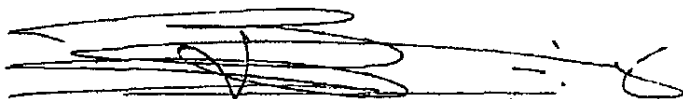
Address

**Fort Lauderdale, FL 33309**

City – State – Zip

**X— 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 certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Vitor Bidart – Manager (Signature)

**September 4, 2013**

(Date)

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**XI - 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.**

**XII- Officers**

**The company has only One officer, The name and street address of the Officer of this Corporation is:**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>Marcos Miranda</b> President	<b>6499 Powerline Rd Ste 101</b> <b>Fort Lauderdale, FL 33309</b>

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



**Marcos Miranda**  
President

(Fdos.) IDA A. DE RODRIGUEZ — Gabriel De León Lorenzo — Tomás Villareal —

RAÚL IVÁN CASTILLO SANJUR, Notario Público Tercero.

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FOUNDATION CHARTER

OF

VIATEL FOUNDATION

Panama

—A Private Interest Foundation is hereby constituted under Law No. 25 of June 12, 1995 of the Republic of Panama in accordance with the following Foundation Charter:—

ARTICLE 1

Name and Duration

—The name of the Foundation is VIATEL FOUNDATION (hereinafter "The Foundation") of revocable character and perpetual duration. —

ARTICLE 2

Domicile

—The domicile of The Foundation is in Aquilino de la Guardia Street No. 8, City of Panama, Republic of Panama. The Foundation Council may transfer the domicile of The Foundation to a new domicile within or outside the country, notwithstanding what is hereinafter set forth concerning the transfer and subjection of The Foundation to the laws and jurisdiction of another country. —

ARTICLE 3

Patrimony

—The initial patrimony of The Foundation is US\$10,000.00 (Ten thousand dollars, legal currency of the United States of America). —

—The Founder, the Foundation Council and / or third parties may contribute additional properties of any nature to the patrimony of The Foundation. —

ARTICLE 4

Purposes

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**PAPÉ NOTARIAL**

NOTARIA TERCERA DEL CIRCUITO DE PANAMA

(Circular Stamp)

**NOTARIA TERCERA DEL CIRCUITO DE PANAMÁ**

wellare, and management, conservation, investment and disposition of properties, with the object of the distribution of the capital and profits to the designated beneficiaries in the regulations.

—The Foundation may invest its assets in shares, bonds and securities of every kind, personal and real property, enter into acts, contracts, legal transactions that result convenient or necessary in order to accomplish the purposes that are not contrary to law, moral, moral costumes or public order. —————

-----The Foundation will not habitually engage in commercial activities; in a continuous way. Such activities made be carried out in an accidental manner and with the sole object of attaining the purposes of The Foundation. -----

## ARTICLE 5

### **-Powers of The Founder**

—The Founder will have the following powers:

—a. Appoint and remove the members of the Foundation Council and increase or decrease the number of its members. \_\_\_\_\_

—b. Create, eliminate, appoint and discharge one or more protective, supervision and control bodies.

—c. Establish the powers and obligations of the Foundation Council or any other body.—

~~—d. Adopt and amend the Foundation Charter and its regulations. —~~

-----e. Revoke The Foundation, -----

\_\_\_\_\_f. Dissolve The Foundation. \_\_\_\_\_

## -ARTICLE 6

### **-Foundation Council and Powers:**

-----The Foundation will have a Foundation Council constituted by the number of members  
determined<sup>4</sup> in the document that designates them. -----

—The term of office of the members of the Foundation Council is indefinite. —————

\_\_\_\_\_POWERS: The Foundation Council will have the following powers: \_\_\_\_\_

a) To manage the assets of The Foundation, in accordance with the Foundation Charter and its regulations;

~~\_\_\_\_\_~~ b) To enter into any acts, contracts and juridical business that

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book or decrease

necessary in order to fulfill the purposes of The Foundation, provided they are not contrary to law, moral, good manners or public order; \_\_\_\_\_

—c) To inform the beneficiaries of The Foundation of its patrimonial situation, as it is established in the Foundation Charter or its regulations; \_\_\_\_\_

—d) To deliver to the beneficiaries of the Foundation, in accordance with what is established in the regulations, the assets or resources, which have been assigned on their behalf by the Founder or the Foundation Council, as the case may be. \_\_\_\_\_

—e) Designate the authorized persons that will represent The Foundation and will defend their powers. \_\_\_\_\_

—f) Unless otherwise determined by the regulations of The Foundation, to approve its resolutions by a simple majority of votes in meetings or by written memorandum. If the Foundation Council consists of only one member, due to the fact that it is a juridical person, the person or persons that will act on its behalf in accordance with the Articles of Incorporation, By-laws or applicable laws of such juridical person may obligate it. \_\_\_\_\_

—g) In case of death, physical or mental disability of the Founder, temporal or permanent (declared judicially), the Foundation Council may amend the regulations provided they do not contain irrevocable clauses. \_\_\_\_\_

—h) To appoint and remove the legal representative, control bodies such as protectors, board of advisors and auditors. \_\_\_\_\_

—i) To fill the vacancies which take place in the Foundation Council either by resignation, disability or death. \_\_\_\_\_

#### ARTICLE 7

##### Legal Representative

—The legal representative of The Foundation is the President of the Foundation Council and in his absence whoever is appointed by the Foundation Council. \_\_\_\_\_

—The Foundation Council will establish the parameters of the authority, powers, duties and responsibilities of the legal representative. \_\_\_\_\_

#### ARTICLE 8

##### Members of the Foundation Council

—The members of the Foundation Council \_\_\_\_\_

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**PAPEL NOTARIAL**



**NOTARIA TERCERA DEL CIRCUITO DE PANAMA**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rosa Arnold G.	President	Calle Aquilino de la Guardia No. 8, Panama, Republic of Panama
Arcenio A. Barrios S.	Secretary	Calle Aquilino de la Guardia No. 8, Panama, Republic of Panama
Naïlla Sánchez G.	Treasurer	Calle Aquilino de la Guardia No. 8, Panama, Republic of Panama

**ARTICLE 9**

Beneficiaries

—The beneficiaries will be appointed by the Founder through the regulations of The Foundation. The condition of beneficiary is non-transferable because it is established based on personal considerations, that is, "intuitu personae", therefore, the conditions of beneficiary cannot be the object of transfer, substitution, legacy nor inheritance.

**ARTICLE 10**

Dissolution and winding-up of the Foundation

—If the circumstances under which the Foundation was established were changed, in a way that its purposes are not carried out adequately, the Foundation Council, in case of death, physical or mental disability of the Founder, temporal or permanent (declared judicially), may, through resolution adopted by a simple majority of its members, dissolve The Foundation.

—In case of dissolution, the Foundation Council, in attention to what is established in the regulations, will decide the destiny of the assets of The Foundation.

**ARTICLE 11**

Transfer to another jurisdiction

—The Foundation, and the assets that constitute its patrimony, may be transferred or submitted to the laws and jurisdictions of another country by decision of The Founder and in case of death or physical or mental disability of the Founder, temporal or permanent (declared judicially), by decision of the majority of the Foundation Council.

**ARTICLE 12**

Arbitration

—All controversies that arise between the parts of or in connection with the Foundation

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STATE  
TALLAHASSEE FLORIDA

including controversies related to its validity, establishment, management, administration, interpretation, execution, operation or violation of this agreement, will be submitted to arbitration in accordance with the arbitration provisions of the Conciliation and Arbitration Center of Panama (Chamber of Commerce, Industry and Agriculture of Panama).-----

ARTICLE 13

The Registered Agent

-----The Registered Agent is the law firm ICAZA, GONZALEZ-RUIZ & ALEMAN, with domicile in the City of Panama, Republic of Panama.-----

-----This Foundation Charter is subscribed by Century Services Group Inc., acting as the Founder's, duly represented by its General Agent, IDA A. DE RODRIGUEZ, in the City of Panama, Republic of Panama, this 9th day of July, 2013.-----

-----Century Services Group Inc.-----

----- (Sgd.) Ida A. de Rodríguez -----

-----Ida A. de Rodríguez-----

-----General Agent-----

-----ACTA FUNDACIONAL-----

-----DE-----

-----VIATEL FOUNDATION-----

-----Panamá-----

-----Una Fundación de Interés Privado se constituye por este medio bajo la Ley N025 del 12 de junio de 1995; de la República de Panamá, de conformidad con la siguiente Acta Fundacional:

ARTICULO 1

Nombre y Duración

-----El nombre de la Fundación es VIATEL FOUNDATION (en adelante "La Fundación") de carácter revocable y de duración perpetua.-----

ARTICULO 2

Domicilio

-----El domicilio de La Fundación es en la Calle Aquilino de la Guardia No. 8, ciudad de Panamá, República de Panamá.-----

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From: Eva Melo

Fax: (1954) 228-2410

To: Division of Corporation Fax: +1 (850) 617-6381

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PAPEL NOTARIAL



NOTARIA TERCERA DEL CIRCUITO DE PANAMA

To, LIC. RAÚL IVÁN CASTILLO SANJUR, Notario

Público Tercero del Circuito de Panamá, con Cédula

No.4-157-725.

CERTIFICO:

Que dada la certeza de la identidad de la(s)

persona(s) que firma(firmaron) el presente

documento su(s) firma(s) es(son) auténtica(s)

(Art 1736 C.C. Art 835 C.J.)

Panamá, 09 JUL 2013

(Fdo. ilegible) Testigo

(Fdo. ilegible) Testigo

(Fdo. ilegible) LIC. RAÚL IVÁN CASTILLO SANJUR

Notario Público Tercero-Sello

Concuerda con su original esta primera copia que expido, sello y firma en la Ciudad de Panamá, República de Panamá, a los nueve (9) días del mes de julio del año dos mil trece (2013). Esta escritura consta de un total de seis (6) páginas.

LIC. RAÚL IVÁN CASTILLO SANJUR  
Notario Público Tercero



INGRESADO EN EL REGISTRO PÚBLICO DE PANAMÁ

Provincia: Panamá

Fecha y Hora: 2013/Jul/12 12:39:20:4

Tomo: 2013

Asiento: 137492

Presentante: CAMILO CARLES

Cédula: 8-866-1913

Liquidación No.: 00001300120746

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*Emmanuel González*

Jefe de Ingreso de Documentos  
y Control de Calidad



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Del Registro Público de Panamá

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Panamá, 17 de julio 2013  
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Registrador Jefe

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