# F1400000448

(Re	equestor's Name)	
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PICK-UP	MAIT WAIT	MAIL
(Bu	ısiness Entity Nar	me)
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Certified Copies	Certificates	s of Status
Special Instructions to	Filing Officer:	
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Office Use Only

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ION SERVICE COMPANY					
	ACCOUNT NO.	:	12000000195		
	REFERENCE	:	962636	6699A	
	AUTHORIZATION	;			
	COST LIMIT	:	\$ PPD		
ORDER DATE : Ja	nuary 15, 2014				
ORDER TIME : 3	:31 PM				
ORDER NO. : 96	2636-005				
CUSTOMER NO:	6699A				
		<u> </u>		<b></b>	
	FOREIGN F	[LI]	NGS		
NAME:	OPERADOR PORTI				NVISION SPEC
XXXX QUALIFICAT	ION (TYPE: <u>CC</u>	<u>)</u> )			Y of Sizitons T AM 7: 59
PLEASE RETURN TH	E FOLLOWING AS	PRO	OOF OF FILING	:	59 Thoss
XXCERTIFIE		י חדע י	INC		-
XX CERTIFIC	ATE OF GOOD STA	עועע.	TIAG		

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER:

## **COVER LETTER**

TO: New Filing Section Division of Corporations			
SUBJECT: OPERADOR PORTUAR	RIO INTERACIO	NAL S.A.	
Name of corporation	- must include suffix		-
Dear Sir or Madam:			
The enclosed "Application by Foreign Corporation for a "Certificate of Existence," or "Certificate of Good Standabove referenced foreign corporation to transact business	ding" and check are submit		
Please return all correspondence concerning this matter	to the following:		
Larry J. Behar			
Name of F	Person		-
Larry J. Behar, P.A. d/b/a Behar	Law Group		
Firm/Com	pany		•
888 S.E. 3rd Avenue - Suite # 40	00		
Addres	ss		•
Fort Lauderdale, Florida 33316			
City/State an	d Zip code		•
larry@eb-5lawyers.com		~	<u>.</u>
E-mail address: (to be used for	or future annual report noti:	fication)	
For further information concerning this matter, please ca	all:		
Larry J. Behar at (954	, 524-8888		) )   ( )
	ode & Daytime Telephone	Number	
		Number JAN 27	
STREET/COURIER ADDRESS: New Filing Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301	MAILING ADD New Filing Section Division of Corpo P.O. Box 6327 Tallahassee, FL 3	RESS: n rations	F CORPORATIONS
Enclosed is a check for the following amount:			
□ \$70.00 Filing Fee □ \$78.75 Filing Fee & □ Certificate of Status	\$78.75 Filing Fee & E	\$87.50 Filing Fee, Certificate of Status Certified Copy	&



January 30, 2014

RESUBMIT

CSC NETWORKS ATTN: SUSIE KNIGHT Please give original submission date as file date.

SUBJECT: OPERADOR PORTUARIO INTERNACIONAL S.A., CORP.

Ref. Number: W14000006240

We have received your document for OPERADOR PORTUARIO INTERNACIONAL S.A., CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The chairman or vice-chairman initials are not sufficient as a signature. Please make sure the complete name of the chairman is entered in the signature block.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden Regulatory Specialist II New Filing Section

Letter Number: 814A00002093



# FLORIDA DEPARTMENT OF STATE Division of Corporations

January 28, 2014

Please give original submission date as file date.

CSC NETWORKS ATTN: SUSIE KNIGHT

SUBJECT: OPERADOR PORTUARIO INTERNACIONAL S.A., CORP.

Ref. Number: W14000005452

We have received your document for OPERADOR PORTUARIO INTERNACIONAL S.A., CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please clarify the date of incorporation, also make sure the complete name of the chairman is entered in the signature block.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden Regulatory Specialist II New Filing Section

Letter Number: 714A00001813

# 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.

(Enter name of c	orporation; must include "INCORPORATED orp," "Inc," "Co," or "Corp.")			_
N/A				
(If name unavaila	able in Florida, enter alternate corporate nam	e a	adopted for the purpose of transacting business in Florida	)
2. Colombia	3	·.	N/A	
	under the law of which it is incorporated)	•	(FEI number, if applicable)	_
4. 07-04-07	S	;_	Perpetual	
	of incorporation)	•	(Duration: Year corp. will cease to exist or "perpetual"	_
5. N/A				
	(SEE SECTIONS 607.1501 & 607. enue, Suite # 400, Fort Lauderdale, Flori (Principal office advenue, Suite # 400, Fort Lauderdale, Flori	da	ress)	_
	(Current mailing ad	dr	ress)	_
Real estate inv	vestment.		14	];; [-]#
	s) of corporation authorized in home state or	co	untry to be carried out in state of Florida)	ـــر روز در
9. Name and stree	et address of Florida registered agent: (P	.0		(2)E
Name:	Corporation Service Company		3	Sign On
Office Address:	1201 Hays Street		—	
	Tallahassee		, Florida 32301	) 0%50
	(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.

Corporation Service Company

Sue G. Knight

Assistant Vice President

(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:

SECRE STATE OF STATE OF CORPORATIONS
MARCHE CAL COLUM

	CTORS	MAKE DIE OF PE	
n: _	Jaime DAVILA	14 JAN 27	AM 7: 59
·	888 S.E. 3rd Avenue, Suite # 400		
	Fort Lauderdale, Florida 33316		·
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'IC	ERS		
: <u> </u>	laime DAVILA		
_{	388 S.E. 3rd Avenue, Suite # 400		
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		ition listing additional officers and/	

## **OPERADOR PORTUARIO INTERNACIONAL S.A.**

: SECRETALLY OF STATE DIVIDION OF CORPOPATIONS

14 JAN 27 AM 7: 59

## **CERTIFICATION**

The undersigned legal representative and Statutory Auditor of OPERADOR PORTUARIO INTERNACIONAL S. A., both identified as indicated beneath their signatures, respectfully certify:

- 1. That the company OPERADOR PORTUARIO INTERNACIONAL S. A., with Colombian Tax Identification Number NIT 830.511.862-1, was formed by a non-notarially-recorded document dated December 13, 2004 as a sole proprietorship and changed to a corporation by Notarially-Recorded Document No. 1791 dated July 4, 2007, recorded in the Barranquilla Chamber of Commerce on August 27, 2007, which reflects a net worth as of November 30, 2013 of Col\$180,657,000.
- 2. That Mr. JAIME DAVILA CASTELLANOS, with Citizenship Card No. 79.574.929 AND HIS WIFE ADRIANA MARCELA SANGUINO IBAÑEZ, with Citizenship Card No. 55.305.520, are founding partners and owners of 100% of the corporation's subscribed and paid-in shares.

This certification is issued at the request of an interested party, on the seventh (7th) day of the month of January of the year 2014.

Sincerely,

[Illegible signature]

JOSE LUIS ROMERO CORREA Citizenship Card 72.209.057 Legal Representative [Illegible signature]

LUIS C PEÑA RETAMOZO Citizenship Card 8.693.708 Statutory Auditor T. P. 23.270 T [Oval Logo]

# PLATAFORMA PETROLERA DEL RIO MAGDALENA PETROMAG SAS.

#### CERTIFICATION

The undersigned legal representative and Statutory Auditor of PLATAFORMA PETROLERA DEL RIO MAGDALENA. PETROMAG S. A. S., both identified as indicated beneath their signatures, respectfully certify:

- 1. That the company PLATAFORMA PETROLERA DEL RIO MAGDALENA. PETROMAG S, A. S. con with Colombian Tax Identification Number NIT 900.443.837-3, was formed by Non-Notarially-Recorded Document No. 1 dated June 2, 2011, recorded in the Barranquilla Chamber of Commerce on June 17, 2011, which reflects a net worth as of Col\$9,789,625,000.
- 3. [sic] That Mr. JAIME DAVILA CASTELLANOS, with Citizenship Card No. 79.574.929 AND HIS WIFE ADRIANA MARCELA SANGUINO IBAÑEZ, with Citizenship Card No. 55.305.520, are founding partners and owners of 90% of the corporation's subscribed and paid-in shares.

This certification is issued at the request of an interested party, on the seventh (7th) day of the month of January of the year 2013.

Sincerely,

[Illegible signature]

CLAUDIA BALLESTAS MINOTAS Citizenship Card 72.209.057 Legal Representative

[Illegible signature]

ANA SARMIENTO PEREZ Citizenship Card 55.232.207 Statutory Auditor T. P. 160909 T

# **Bancolombia**

Barranquilla, January 8, 2014

#### TO WHOM IT MAY CONCERN

BANCOLOMBIA, S.A. respectfully informs that Messrs. PETROMAG S.A.S., identified with Colombia Tax Identification Number NIT 900443837 have been with our institution since July 15, 2011 through Checking Account No. 554-717779-23, which to this date is active and in good standing always in accordance with the bank's standards and policies.

That on this date it has a balance of Col\$ 3,900,294,171.00.

We certify that since they have been with us, they have always stood out for their excellent management of all the products issued to them, always acting according with the policies and standards established by the bank, which is why we recommend them highly.

We shall be at your disposal to expand on the foregoing information at telephone number 3850746 in the city of Barranquilla at any time you deem convenient.

Sincerely,

[Illegible signature]

TATIANA COSTA OSSA

Gerente

Dann Carlton Branch

### [Logo with Tractors]

## **OPERADOR PORTUARIO INTERNACIONAL S.A.**

Barranquilla, January 10, 2014

Ref. Jan-14-01

Gentlemen:
BANCOLOMBIA
Attn. International Trade
Barranquilla

Today we negotiated with your trader Lorena Marimon the sum of US \$202,045.00 at a rate of Col\$1931 for each dollar. In order to pay for this negotiation we authorize debiting our Bancolombia Checking Account 554-791974-21 in the amount of Three Hundred Ninety Million One Hundred Forty-Eight Thousand Eight Hundred Ninety-five Pesos (Col\$390,148,895.00).

The transaction must be performed through the Swift system according to the following Instructions:

Bank of America, N.A.
Wire Transfer Departruerit
Tampa, Florida
Routing/Transit (or ABA) 063 100277
Swift Code: BOFAUS3N
Larry J. Behar, P.A. d/b/a Behar Law Group
Account number: 2290 2911 5951
Professional And E xecutive banking Center

Bank of America, N.A. 401 East Las Olas Blvd. Fort Lauderdale, Florida 33301

I will appreciate your kind attention and reply in the positive.

14 JAN 27 AM 7:59

[illegible signature]
Jaime Dávila Castellanos
Chief Executive Officer

Calle 8 No. 45-94 Tel. 334 94 05 Barranquilla – Colombia Colombian Tax Identification Number NIT: 830.511.562-1

Calle 6 No. 45094 Tel. 334 94 05 Barranquilla – Colombia NIT: 830.511.562-1

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03-0700032 384782 OPERADOR PORTUARIO INTERNACION Barranquila, January 7, 2014 Hr:155:20:11

No. 19744731

Pag.

CHAMBER OF
[Logo] COMERCE
OF BARRANQUILLA

CHAMBER OF COMMERCE OF BARRANQUILLA

CERTIFICATE OF GOOD STANDING AND LEGAL REPRESENTATION OR REGISTRATION OF DOCUMENTS.

\*\*\*\*\*\*\*

THE UNDERSIGNED SECRETARY OF THE BARRANQUILLA CHAMBER OF COMMERCE, BASED ON THE RECORDS OF THE COMMERCIAL REGISTRY:

#### CERTIFIES

#### CERTIFIES

#### CERTIFIES

That said company was amended by the following notarially-recorded documents and/or non-notarially-recorded documents:

Number yyyy/mm/dd Notarial Office Rec. or Reg. No.yyyy/mm/dd 1,791 2007/07/04 9th Notarial Office of Barranquilla 133,947 2007/08/27 1,791 2007/67/04 9th

Notarial Office of Barranquilla 133,948 2007/08/27

232 2009/02/03 9th Notarial Office of Barranquilla 146,294 2009/02/10

1,917 2010/10/25 9th Notarial Office of Barranquilla 163,891 2010/11/09

#### CERTIFIES

That according to the notarially-recorded document(s) and/or the document(s) mentioned herein above, the company is governed by the following provisions: NAME:

OPERADOR PORTUARIO INTERNACIONAL S.A.----

PRINCIPAL PLACE OF BUSINESS: Barranquilla.

COLOMBIAN TAX IDENTIFICATION NUMBER NIT: 830.511.562-1.

COMMERCIAL REGISTRATION: 384,782.

#### CERTIFIES

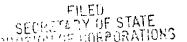
Commercial Address:

CL 6 No. 45 - 94 in Barranquilla.

Commercial Email: contabilidad@alanzagroupsa.com

-4

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OPERADOR PORTUARIO INTERNACIONAL S.A.-----

COLOMBIAN TAX IDENTIFICATION NUMBER NIT: 830.511.562-1. 14 JAN 27 AM 7: 59

Telephone: 3445721. Address for Service of Process:

CL 6 No. 45 - 94 in Barranguilla.

Email for Court Notices: contabilidad@alanzagroupsa.com

Telephone: 3445721.

#### CERTIFIES

DURATION: That the company has not been dissolved and its term of duration was set to last until December 13, 2059.

#### CERTIFIES

CORPORATE PURPOSE: The corporation shall have as its corporate purpose the performance of the following activities: Service of loading and unloading of ships, quayage, packed and bulk merchandise storage, supply and rental of equipment for loading in and out of Colombian of handling maritime cargo (general cargo, containerized cargo, solid bulk, bulk charcoal, liquid bulk), handling of land cargo, storage, equipment rental and rigging supply, other cargo-related activities (trimming, lashing, tally, handling examination, stuffing and destuffing of containers, relocation, packing and repacking, weighing, cubage, marking and labeling, examination and inspection), other vessel-related activities (mooring and unmooring, opening of hatches, fitting of derricks and rigging, provisioning, and supply of necessaries. Reception of Wastes, Ballast and Garbage, at all public and private docks in the National Territory, in Special Customs Areas and, in general, the provision of all services defined as port services by the competent authorities, as the performance of all other activities related complementary to the activities described herein as well as all other activities deemed necessary or convenient for the company. performing the corporate purpose, the corporation may perform any act and/or lawful civil and/or commercial activity, regardless of whether they are provided or not in the Bylaws, related to the purpose, and/or those whose objective is to exercise the rights, meet legal obligations, contractual obligations or those derived existence and operation of the company, such as: a) The purchase, sale and importation of merchandise, goods and inputs; hiring personnel for various positions of a permanent or temporary nature. b) To acquire and dispose of in any manner all kinds of chattels and real estate, as well as to hold them under a lease or lease them out, pledge them, and/or mortgage them, etc. c) To enter into partnering agreements, representation agreements and agency agreements with domestic or foreign companies having objectives that are similar or complementary to those of the corporation; providing technical, administrative and/or commercial assistance needed for the performance of their main activities. d) To obtain the registrations required by Law, exploit and protect the trademark law, slogans, logos, trade names, domain names, industrial secrets, patents, utility models, industrial designs, copyrights, and/or other intangible asset.

03-0700032 384782 OPERADOR PORTUARIO INTERNACION Barranquila, January 7, 2014 Hr:155:20:11

No. 19744732

CHAMBER OF

C H A M B E R O F C O M M E R C E O F B A R R A N Q U I L L A

Logo] **COMERCE OF BARRANQUILLA** 

CERTIFICATE OF GOOD STANDING AND LEGAL REPRESENTATION OR REGISTRATION OF DOCUMENTS.

\*\*\*\*\*\*\*

e) To obtain loans, as well as to draw, endorse, accept and discount all kinds of securities and other negotiable instruments. f) To carry out, in the performance of corporate activities, all kinds of operations with financial institutions and insurance companies. g) To restructure the company in any lawful manner, merge it with other similar or complementary companies; absorb other companies, transform the corporation and/or split it up if need be. h) To settle, voluntarily dismiss and/or submit to arbitration any claim against third parties.

#### CERTIFIES

CAPITAL	Number of Shares	Share Value
Authorized		
\$*********50,000,000	**************	**************
Subscribed		
\$**********25,000,000	************	**************5,000
Paid-in		
\$**********25,000,000	*************	*************5,000

#### CERTIFIES

ADMINISTRATION: The functions of the Board of Directors are the following, among others: To authorize the establishment of branch offices and/or agencies. To authorize the manager to enter into any contract, regardless of the amount involved, related to the acquisition and disposition and/or encumbrance of real estate and to perform any act and enter into any agreement whose amount is or exceeds 100 minimum monthly salaries. To decide which lawsuits must be initiated and to authorize the manager to appoint the legal representatives and attorneys for any judicial and/or extrajudicial controversy. To decide to submit to arbitration or to settle any dispute the corporation may have with third parties. The corporation shall have one manager, with a deputy manager that will replace the principal manager in his/her accidental, temporary or permanent absence. Both the principal manager and the deputy manager shall be chosen by the Board of Directors. The manager shall perform all functions related to the nature of his/her position and, especially, the following among others: To represent the corporation before shareholders, third parties, and any administrative or jurisdictional authorities. To perform all acts and/or operations related to the corporate purpose, as provided by Law and these Bylaws. To execute with his/her signature the notarially-recorded and nonnotarially-recorded documents that must be issued in performing the corporate activities or in the interest of

\*\*\*\*\*\*\*\*\*CONTINUES\*\*\*\*\*\*

CERTIFICATE OF GOOD STANDING AND LEGAL REPRESENTATION OR REGISTRATION OF DOCUMENTS.

the corporation. To comply with the orders and instructions given to him/her by the Shareholders' Meeting or the Board of Directors and, in particular, to request authorization for such businesses as must be approved previously by the Shareholders' Meeting or the Board of Directors as provided by the corresponding rules set forth in these Bylaws.-----

#### CERTIFIES

That by Notarially-Recorded Document No. 1,791 dated July 4, 2007, executed in the 9th Notarial Office of Barranquilla, whose relevant portion was registered in this Chamber of Commerce on August 27, 2007 under No. 133,950 in the corresponding book, the following appointments were made:

CLASS:

BOARD OF DIRECTORS

Principals

- 1. Davila Castellanos Jaime
- 2. Sanguino Ibañez Adriana Marcela
- 3. Muñoz Villegas Cesar Augusto

CC.\*\*\*\*\*79,574,929

CC.\*\*\*\*\*55,305,520

CC.\*\*\*\*\*93,291,979

#### CERTIFIES

That according to Minutes No. 24 dated August 6, 2011 corresponding to Board of Directors Meeting No. 24 in Barranquilla of the corporation: OPERADOR PORTUARIO INTERNACIONAL S.A., whose relevant portion was registered in this Chamber of Commerce on September 1, 2011 under No. 173,065 in the corresponding book, the following appointments were made:

Title/Name

Identification

Manager.

Romero Correa Jose Luis

CC.\*\*\*\*\*\*72209057

#### CERTIFIES

That by Notarially-Recorded Document No. 1,791 dated July 4, 2007, executed in the 9th Notarial Office of Barranquilla, whose relevant portion was registered in this Chamber of Commerce on August 27, 2007 under No. 133,949 in the corresponding book, the following appointments were made:

Title/Name

Identification

Principal Statutory Auditor

Peña Retamozo Luis Carlos

CC.\*\*\*\*\*\*8,693,708

#### CERTIFIES

That this Chamber of Commerce does not show any subsequent registration of documents regarding the modification, dissolution, liquidation or appointment of legal representatives of the aforementioned corporation.

#### CERTIFIES

That its last Renewal took place on: June 26, 2013.

\*\*\*\*\*\* C O N T I N U E S \*\*\*\*\*\*

03-0700032 384782 OPERADOR PORTUARIO INTERNACION Barranquila, January 7, 2014 Hr:155:20:11

No. 19744733

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CHAMBER OF COMERCE OF BARRANQUILLA CHAMBER OF COMMERCE OF BARRANQUILLA

CERTIFICATE OF GOOD STANDING AND LEGAL REPRESENTATION OR REGISTRATION OF DOCUMENTS.

OPERADOR PORTUARIO INTERNACIONAL S.A. ------COLOMBIAN TAX IDENTIFICATION NUMBER NIT: 830.511.562-1.

The information on attachments of establishments is provided on Registration Certificates, the information on contracts subject to registration on Special Certificates.

#### CERTIFIES

As provided by the Code of Administrative Procedure and Law 962 of 2005, the Administrative Registration Acts certified herein shall go irrevocably into effect Ten (10) Business Days after the day of registration, provided they are not subject to motions or appeals.

THE BARRANQUILLA CHAMBER OF COMMERCE INFORMS THAT THROUGH ITS OFFICES THE MERCHANT:

OPERADOR PORTUARIO INTERNACIONAL S.A. -----

HAS PERFORMED THE FOLLOWING PROCEDURES:

REGISTRY OF INDUSTRY AND COMMERCE OF THE REGISTRATION IN THE BARRANQUILLA DISTRICT TREASURY SECRETARY'S OFFICE

NOTIFICATION OF THE OPENING OF ITS COMMERCIAL ESTABLISHMENT(S) TO THE BARRANQUILLA DISTRICT PLANNING SECRETARY'S OFFICE.

[Illegible signature]

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# CHAMBER OF COMERCE

OF BARRANQUILLA

14 JAN 27 AM 7: 59