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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JAN 23 AM 8:37

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**FOREIGN PROFIT/NONPROFIT CORPORATION
SALENTO S.A. CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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.)

SALENTO S.A. CORP.

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

REPUBLIC OF PANAMA

III - (FEI number, if applicable)

APPLIED FOR

IV - (Date of Incorporation)

January 23, 2015

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.)

ADP

UPON QUALIFICATION

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VII- (Principal office address)SECRETARY OF STATE
TALLAHASSEE, FLORIDA6499 POWERLINE RD STE 101
FT LAUDERDALE, FL 33309VIII- (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.

ADP


Vitor Bidart - Manager (Signature)

January 23, 2015

(Date)

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TALLAHASSEE, FLORIDA

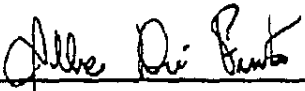
XI - Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

XII- Officers

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

<u>NAME</u>	<u>ADDRESS</u>
Alba Di Pinto President	6499 Powerline Rd Ste 101 Fort Lauderdale, FL 33309

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



Alba Di Pinto
President

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REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA

15 JAN 23 AM 8:37

(SIGNED) ILLEGIBLE
EDUARDO ANTONIO ROBINSON ORELLANA
CERTIFYING OFFICERSECRETARY OF STATE
ALLAHASSEE, FLORIDA

CERTIFIES:

AS PER REQUEST: 92073913/2014 Dated 18/12/2014
THAT THE CORPORATION

SALENTO, S.A

APPEARS RECORDED AT MICROJACKET: 813870 FROM FRIDAY, ON SEPTEMBER THIRTEENTH OF TWO THOUSAND THIRTEEN.

THAT THE CORPORATION IS ON GOOD STANDING

THAT ITS CHARGES ARE:

SUSCRIBER: ADELA DEL CARMEN LÓPEZ MUÑOZ
SUSCRIBER: YANITZA YANETH SANTIMATEO CARRASQUILLA
DIRECTOR: OLDEMARK OLIVER CEDEÑO SALDAÑA
DIRECTOR: YANITZA YANETH SANTIMATEO CARRASQUILLAS
DIRECTOR: GABRIELA PAULETTE VALDES ESCUDERO
PRESIDENT: OLDEMARK OLIVER CEDEÑO SALDAÑA
TREASURER: GABRIELA PAULETTE VALDES ESCUDERO
SECRETARY: YANITZA YANETH SANTIMATEO CARRASQUILLA
RESIDENT AGENT IS: LÓPEZ, MORALES & CHIARI - ABOGADOS

THAT THE LEGAL REPRESENTATION WILL BE EXERCISED BY:

THE PRESIDENT OF THE CORPORATION, IN ITS ABSENCE THE SECRETARY, AND IN ITS ABSENCE THE TREASURER.

THAT THE CAPITAL IS: *****10,000.00 DOLLARS*****

DETAILED CAPITAL:

THE AUTHORIZED CAPITAL OF THE CORPORATION SHALL BE TEN THOUSAND DOLLARS REPRESENTED BY ONE HUNDRED COMMON SHARES WITH A NOMINAL VALUE OF ONE HUNDRED DOLLARS EACH ONE. THE SHARES MAY BE ISSUED IN NOMINAL FORM.

THAT ITS DURATION IS PERPETUAL

THAT ITS HOME IS PANAMA

ISSUED AND SIGNED IN THE CITY OF PANAMA, ON MONDAY DAY DECEMBER 22ND, TWO THOUSAND FOURTEEN AT 01:59 P.M.

NOTE: THIS CERTIFICATE PAID REVENUE STAMPS IN THE AMOUNT OF 2/.30.00

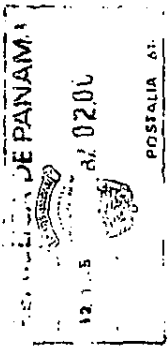
THIS DOCUMENT HAS BEEN SIGNED WITH QUALIFIED ELECTRONIC SIGNATURE BY EDUARDO ANTONIO ROBINSON ORELLANA



(S E A L) OF THE PUBLIC REGISTRY OFFICE OF THE REPUBLIC OF PANAMA.

Eduardo Antonio Robinson Orellana

AND
FILED



Yo, NORMA MARLENIS VELASCO C., Notaria Pública Duodécima del Circuito de Panamá, con Cédula de Identidad No. 8-250-338.

CERTIFICO: Que la (s) firma (s) de

Argelis Miguella Ortega Perez
cedula 8-785-792

ha (n) sido reconocida (s) como suya (s) por el (los) firmante (s), por consiguiente, dicha (s) firma (s) es (son) auténtica (s).

Panamá, 12 ENE 2015

Abra Testigo Argelis Testigo

Licda. NORMA MARLENIS VELASCO C.
Notaria Pública Duodécima



15 JAN 23 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APOSTILLE

Convention de la Haye du 5 de octubre 1961

Pais PANAMÁ.

El presente documento público

ha sido firmado por Norma M. Velasco

quien actúa en calidad Notaria

y esta revestido del sello/timbre de 8.-

CERTIFICADO

EN Panamá 5 de 13 ENE 2015

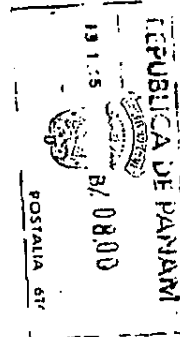
por DIRECCION ADMINISTRATIVA

Bajo el número 1943

S. S. Número de Firma Argelis Miguella Ortega
8.-



Esta Autorización no
implica responsabilidad
en cuanto al contenido.



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TALLAHASSEE, FLORIDA

mismo día. -----

El suscrito **JOSÉ IRAK NELSON GONZÁLEZ**, Secretario Ad-Hoc, certifica que el cien por ciento (100%) de las acciones emitidas y en circulación estuvieron debidamente presentadas en la reunión y que la resolución anterior es fiel copia de la aprobada en el lugar y fecha que allí se indica. -----

(FDO.) **ADELA DEL CARMEN LÓPEZ MUÑOZ** -----Presidente Ad-Hoc-----

(FDO.) **JOSÉ IRAK NELSON GONZÁLEZ** ----- Secretario Ad-Hoc -----

Minuta confeccionada, revisada y refrendada por **LÓPEZ, MORALES & CHIARI-ABOGADOS**. -----

(Fdo.): **JOSÉ IRAK NELSON GONZÁLEZ**, abogado en ejercicio, con cédula de identidad personal número ocho-setecientos siete- ochocientos cuarenta y cinco (8-707-845).-----

MINUTES OF AN EXTRAORDINARY MEETING OF THE BOARD OF SHAREHOLDERS OF THE CORPORATION NAMED SALENTO, S.A., HELD ON THE EIGHTEEN (18) DAY OF AUGUST OF THE YEAR TWO THOUSAND FOURTEEN (2014).-----

In the City of Panama, at eight o'clock in the morning (8:00 a.m) of the nineteen (19) day of August of the year two thousand fourteen (2014) , it was held, without need for previous call as there mediated waiver to prior notice, an Extraordinary Meeting of the Board of Shareholders of **SALENTO, S.A.**, a corporation duly registered under Microjack: eight hundred and thirteen thousand eight hundred and seventy (813870), Document two million four hundred sixty-three thousand four hundred twenty-six (2463426), of the Mercantile Section of the Public Registry of the Republic of Panama. -----

ADELA DEL CARMEN LOPEZ MUNOZ, acted as President Ad-Hoc, and **JOSÉ IRAK NELSON GONZÁLEZ**, acted as Secretary Ad-Hoc, both in the absence of incumbent, because they are duly appointed and authorized as such by the shareholders. -----

Immediately the ad-hoc President stated that he was duly represented all of the issued and put into circulation in the society. The ad-hoc President declared the Assembly legally installed the necessary quorum to hear and determine any matter were, however they had not made the notice. In effect, shareholders waived the right to be convened by agreeing to hold this meeting. -----

REPUBLICA DE PANAMA
PAPEL NOTARIAL

14 7.14

9/08/11



NOTARIA DECIMA DEL CIRCUITO DE PANAMA

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TALLAHASSEE, FLORIDA

The President proceeded to inform that the purpose of the meeting was to consider the granting of a General Power in favor of **ORONZO GIANNOTTE** and **ALBA DI PINTO** so that he exerts the function of General Proxy of the corporation. After due considerations and upon motion duly tendered and sustained, the following resolutions were unanimously approved: -----

FIRST: (Power of Attorney) General Power was granted a full and sufficient for **ORONZO GIANNOTTE**, male, Italian, of legal age, with passport number AA- five- eight- four- nine- nine- nine- four (AA5849994), and **ALBA DI PINTO**, female Italian, of legal age, with passport number AA- zero- zero- one- five- three- eight- six (AA015386), both with address in RUA MARECHAL DEODORO, 829 - Apt. 1001 BAIRÓS ARAÉS, C.E.P. 78.005.505, CUIABÁ-MT, BRAZIL., to exercise it individually and severally anywhere in the world, according to the following powers: -----

A) To realize in the name of **SALENTO, S.A., THE POWER GRANTOR**, any transaction of commercial nature in its benefit. To sell, rent and administer, in general, all assets of **THE POWER GRANTOR** located within the Republic of Panama or abroad, whether movable or immovable; to collect its proceeds or revenues and to celebrate in relation thereto all kinds of contracts or businesses. To demand accounts to those who have the obligation to render them, to approve or disapprove them, as he deems convenient, to pay or receive, as the case may be, the respective balance and grant the corresponding settlements. To demand, charge and perceive any amounts of money or other species that are owed to **THE POWER GRANTOR**, to issue the receipts and make the necessary cancellations. To grant waives and terms to debtors. To demand and admit real or personal cautions, to secure the recognized credits, or the credits to be recognized, in favor of **THE POWER GRANTOR**. To admit from the debtors payments in goods different from those expressed in the primitive obligation. To open current accounts in banks, to deposit in them the funds or other securities of **THE POWER GRANTOR** and to draw checks in its name against such accounts. To give in lease the assets belonging to **THE POWER GRANTOR**, now or in future, being able to grant the corresponding cancellations or settlements, whether by private document or public instrument. -----

B) To obtain, sell, have and transfer the shares of the corporation, to make use of its capital, funds and assets for the best benefit of the corporation. To subscribe, buy, own, retain, maintain, alter, sell, receive, negotiate, assure, change, mortgage, rent, dispose of personal property and

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TALLAHASSEE FLORIDA

shares including capital stock, bonds, coupons, mortgages, shares, acceptances and other securities and obligations issued, created by natural or legal person, public, private or municipal and once in his capacity as proprietor, to have them and to exert the privileges, powers and rights of a proprietor including the right to vote. To take in loan money for any of the purposes of the corporation and to issue for said loan, bonds, notes and other title or documents and to assure the same by means of pledge or mortgage, with or without antichresis on the property of this corporation, wholly or partly, whether movable or immovable assets. To buy, sell, permute, donate, or otherwise acquire or alienate, movable or immovable assets and real and personal rights of **THE POWER GRANTOR**, whatever its nature or character, whether cash or at term, agreeing to the payment conditions and other clauses and conditions he deems convenient. To take or to give in lease assets of any kind, for fixed or undetermined term, to request the eviction or launching to the lessees or intruders and to resolve or request the resolution of whatever lease contracts have been celebrated. -----

C) To exert on behalf and representation of **THE POWER GRANTOR** all the rights, powers and privileges of dominion, including the right of vote, with respect to any shares and securities pertaining or owned by **THE POWER GRANTOR**; being able to this effect to personally exert the right of inherent vote to said securities or to grant on behalf of **THE POWER GRANTOR**, powers to natural, or legal persons or lawyers, whether commercial or judicial, in the form he deems convenient. -----

D) To grant and contract loans and cash loans, securities, government bonds or mortgage and other property or rights that may apply without limitation or qualification, request credits of any kind, to sign vouchers, draw on credit, overdraft turn, draw or funds deposited, turn bills, endorse bills of exchange, checks, compliant, money and all other commercial paper and negotiable discount, accept bills of exchange, endorse bills of exchange, contract changes, collect and receive, pay guarantees, pledge, request documentary credit openings and pledge the goods thereof; lease and crack safes, remove values, receive and make protests, seek assurances, signed complaints and all offices and processing in general import and export. -----

E) To draw, accept, guarantee, endorse and to discount bills of exchange, vouchers, promissory notes, checks and any other credit document or title-security; to open current and savings accounts, to make deposits at sight or fixed or indefinite; to deposit securities in safekeeping or

REPÚBLICA DE PANAMA
PAPEL NOTARIAL

14.7.14

22.118(10)



NOTARIA DECIMA DEL CIRCUITO DE PANAMA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

in pledge and to withdraw them as many times as necessary; to open safe-deposit boxes and to manage them without limitation whatsoever; to draw checks against the current accounts, whether on indebted or creditor balances; to collect and endorse checks issued in the name of **THE POWER GRANTOR**; to celebrate credit contracts in current accounts with or without specific guarantees; to transfer, assign, pledge, tax, mortgage or constitute servitude on all or part of the rights or assets, property of **THE POWER GRANTOR**; to constitute mortgages or pledges of any nature fixing the terms and conditions, to order installments and charges in the current accounts of **THE POWER GRANTOR**; to lend bails with or without guarantee of assets of **THE POWER GRANTOR**; and generally, to exert before the banks the most ample and full representation without the least restriction or limit. -----

F) To exert the representation of **THE POWER GRANTOR** before judicial, police and administrative authorities of any state, department, province, municipality or political subdivision of the Republic of Panama, and any other part of the world, with the most ample faculties of the mandate and all other special ones as could be necessary, such as waiving of the claims, to agree upon them, to give confessions or decisive oaths, to defer to those of the contracts, to compromise the lawsuits, to submit them to arbitration, to request suspension of payments, to appear in contest or bankruptcy, to receive, and as much more as is necessary. -----

G) To confer, substitute total or partially and to grant powers, with all or part of the faculties contained in the present Power, revoking at any time, the powers and substitutions he may grant.

SECOND: To authorize **LOPEZ, MORALES & CHIARI- ABOGADOS**, law firm duly registered to Microjacket thirty six thousand seven hundred eighty seven (36787), Document number two million one hundred seventy four thousand six hundred fifty six (2174656), in Persons Section of the Public Registry, to appear before a Notary Public for notarization of this document and subsequent registration in the Public Registry. -----

There being no further business, the meeting was adjourned at ten o'clock (10:00 am) the same.

The undersigned **JOSE IRAK NELSON GONZALEZ**, Secretary Ad Hoc, certifies that the one hundred percent (100%) of the issued and outstanding shares were duly presented to the meeting and that the resolution above is a true copy of the approved on-site and date indicated therein.

(FDO.) **ADELA DEL CARMEN LÓPEZ MUÑOZ** ----- Pres. dent Ad.Hoc -----

(FDO.) **JOSÉ IRAK NELSON GONZÁLEZ** ----- Secretar. Ad Hoc -----

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TALLAHASSEE, FLORIDA

Minutes prepared, reviewed and countersigned by: LÓPEZ, MORALES Y CHIARI
ABOGADOS.....

(SIGNED) JOSÉ IRAK NELSON GONZÁLEZ, male, Panamanian, of legal age, attorney at
law, resident of this city, bearer of personal identity card number eight - seven cero seven-eight
four five (8-707-845).-----

CONCUERDA CON SU ORIGINAL, ESTA SEGUNDA COPL. QUE EXPIDO, SELLO Y
FIRMO EN LA CIUDAD DE PANAMA, REPUBLICA DE PANAMA, A LOS DIECINUEVE
(19) DIAS DEL MES DE AGOSTO DEL AÑO DOS MIL CATORCE (2014). *****



Ricardo A. Landero M.
Notario Público Décimo

APOSTILLE

Convention de la Haye du 5 de octubre 1961

1 País PANAMÁ.

El presente documento público

2 ha sido firmado por *Ricardo A. Landero M.*

3 quien actúa en calidad *Notario*

4 y esta revestido del sello/tiempo de *20 AGO 2014*

CERTIFICADO • 20 AGO 2014

5 EN Panamá _____ 6 de _____
por DIRECCION ADMINISTRATIVA

3 Bajo el número *48,453*

9 Sello/tiempo 10 Firma *Ricardo A. Landero M.*



Esta Autorización no
implica responsabilidad
en cuanto al contenido