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PICK-UP WAIT MAIL

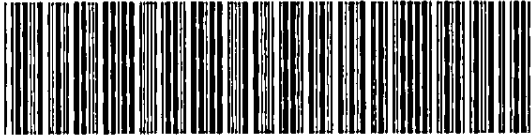
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DORAL HOLDINGS SA, INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DORCAS TROCHE

Name of Person

RCG ACCOUNTING & ASSOCIATES, INC.

Firm/Company

9000 SHERIDAN STREET SUITE 138

Address

PEMBROKE PINES, FL 33024

City/State and Zip code

DORCAS@RCGACCOUNTANTS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DORCAS TROCHE

at (954) 862-2222

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. DORAL HOLDINGS SA, 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. PANAMA 3. 87-1867173
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/23/1992 5.
(Date of incorporation) (Date of duration, if other than perpetual)

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 40 NE PLANTATION ROAD, APT 313, STUART, FLORIDA 34996
(Principal office street address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: MAURICIO CALDERON

Office Address: 40 NE PLANTATION ROAD, APT 313

STUART, Florida 34996
(City) (Zip code)

9. 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.

[Handwritten signature]
(Registered agent's signature)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: LAURA K GONZALEZ
 Vice Chairman Address: BALBOA PLAZA BLDG #522
 Director BALBOA AVENUE
 President PANAMA, REP. OF PANAMA
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: ELIA MATAMOROS
 Vice Chairman Address: BALBOA PLAZA BLDG. #522
 Director BALBOA AVENUE
 President PANAMA, REP. OF PANAMA
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

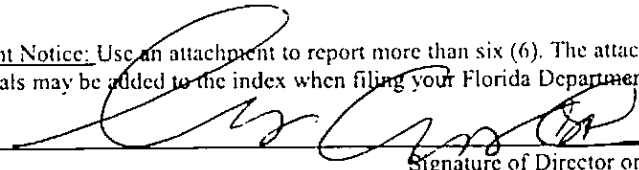
Chairman Name: KRYSTIAN ROBINSON
 Vice Chairman Address: BALBOA PLAZA BLDG #522
 Director BALBOA AVENUE
 President PANAMA, REP. OF PANAMA
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: MAURICIO CALDERON SAENZ
 Vice Chairman Address: BALBOA PLAZA BLDG #522
 Director BALBOA AVENUE
 President PANAMA, REP. OF PANAMA
 Vice President _____
 Secretary Treasurer
 Other AP Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. MAURICIO CALDERON SAENZ, AUTHORIZED PERSON
(Typed or printed name and capacity of person signing application)

The undersigned, EDIS ESQUIVEL GONZALEZ, and HONORIS DEL CARMEN TRISTAN BARRIA both of legal age, Panamanians, domiciled in the City, of Panama, Republic of Panama, for the purpose of forming a corporation pursuant to the provisions of Law 32 of 1927 on General Corporation, do hereby establish, form and constitute the following:

ARTICLES OF INCORPORATION

FIRST: The corporation will be named: **DORAL HOLDINGS, S.A.**

SECOND: The corporation will have the following purposes and objects:

- (a) The businesses of real estate, services, the purchase and sale of all kinds of merchandise, commissions, maintenance, purchase and sale of appliances, vehicles, and spare parts.
- (b) The purchase and sale of all kinds of merchandise on a wholesale and retail basis, business representations in general, mandates, commissions, importation and exportation, and the manufacture, elaboration and distribution of all classes of products.
- (c) The purchase, sale, barter, renting, handling, trading, tenancy of and investment in, all kinds of real and personal property, merchandise, consumer goods, supplies, products, and other goods of any kind, nature or description.
- (d) The participation, in any manner, in other corporations or companies, whether they be Panamanian or foreign
- (e) The purchase, sale, and general trade of shares, bonds, securities and other assets of any kind or description
- (f) The representation as trustees for persons and legal bodies outside the Republic of Panama.
- (g) To establish, manage, and carry on the businesses of a manufacturing, trading, and commercial corporation; to manufacture, purchase, rent, sublet or acquire by deed, license, or by other means to hold, to own, mortgage, pledge, encumber, manage, invest, trade, for its own account as well as for the account of others, in raw materials, goods, supplies, merchandise, products, and other goods of any kind, nature and description.
- (h) To establish, manage, and carry on the business of exporters, importers, and forwarders and principals, commissioners, agents, brokers, trustees, business agents, or businesses of any other kind, within the Republic of Panama or any other part of the world.
- (i) To apply for, purchase, register, or in any other manner to acquire, hold, own, use, exploit and introduce, sell, lease, assign, pledge in any other manner, trade in patents, patent rights, licenses, copyrights, trademarks, trade names, formulas, inventions, or similar rights granted by the Republic of Panama or by any other country or countries in the world.
- (j) To borrow and lend money, with or without interest, under terms or on demand, or under any other conditions
- (k) To invest in other corporations of whatever type or nature, or in established businesses, owned or administered by other persons, societies, companies, corporations or enterprises.
- (l) To issue, draw up, deliver, endorse, negotiate, pay, settle, collect, protest, guarantee, refuse, and deal in all kinds of negotiable documents or securities, with all kinds of obligations whether they be of mercantile, civil or of any other type character or nature.
- (m) To carry on any type of commercial or financial operation, the selling or rendering of services and the hiring of required personnel for such purposes, as well as to manage bank and other kinds of accounts with any bank or financial institution in any party of the world.
- (n) The purchase, construction, chartering, ownership, operation, management and administration of ships, airplanes and other vessels of any kind, and their accessories; as well as the ownership, operation, management and administration of airlines and shipping agencies,

THIRD: The authorized capital of the corporation shall be US\$10,000.00 divided into 10,000 shares which can be nominative or bearer, interchangeable one for the other with a nominal value of US\$1.00 each.

FOURTH: The right to vote shall be vested exclusively in holders of such shares, and at any shareholders meetings the shareholders shall be entitled to one vote for each share so held, and at such meetings share certificates evidencing ownership shall be presented or other evidence of their title in the manner determined by the Board of Directors.

FIFTH: Shareholders' meetings may be held in the Republic of Panama or abroad.

SIXTH: The shareholders are liable to be corporation's creditors only up to the unpaid amount of their shares.

SEVENTH: Each of the subscribers to these Articles of Incorporation agrees to take one (1) share.

EIGHTH: The corporation shall be domiciled in the City of Panama, Republic of Panama but may establish branches or offices in other locations in the Republic or abroad.

NINTH: Edis Esquivel Gonzalez is the Resident Agent of the company, lawyer in exercise, who accepts the position, with offices located in Panama City, Republic of Panama. It is further pointed out that the Resident Agent is not responsible for the company's activities.

TENTH: The duration of the corporation shall be perpetual from the moment of its inscription in the Public Registry.

ELEVENTH: The Board of Directors of the corporation shall consist of no less than three (3) or more than nine (9) members, as may from time to time be designated by the shareholders. A director need not be a shareholder.

TWELFTH: The first directors and officers, and their addresses are as follows:

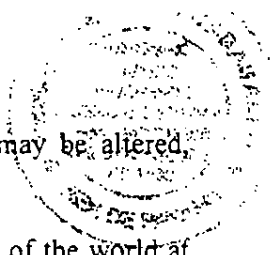
PETER ROBIN BAILY	PRESIDENT/DIRECTOR
PEDRO CORONADO C.	SECRETARY/DIRECTOR
DORIS QUINTERO DE GALINA	ASSISTANT SECRETARY/DIRECTOR
MINERVA TAPIA DE EFFIO	TREASURER/DIRECTOR

All the above with addresses at: "Apartado 603685, Estafeta El Dorado, Panamá, República de Panamá."

THIRTEENTH: The legal representative of the corporation shall be the President or any other person designated by the Board of Directors.

FOURTEENTH: No contract or transaction between the corporation and whatever other corporation shall be affected or invalidated by the fact that any director or officer of the corporation may be a director or officer of such other corporation.

FIFTEENTH: The affairs of the corporation shall be administered by the Board of Directors. Vacancies in the Board of Directors shall be filled by the decision of the majority of its members.



SIXTEENTH: The Board of Directors may adopt by laws, which may be altered, amended or eliminated as they may deem fit

SEVENTEENTH: The Board of Directors may hold meetings in any part of the world at which any of the directors may be represented by proxy or proxies, and the quorum at all meetings shall be a majority of the board. The corporate records may be held in the Republic of Panama or abroad.

EIGHTEENTH: The corporation reserves the right to amend, alter or eliminate any of these Articles of Incorporation as prescribed by the laws of the Republic of Panama; and the rights conferred to the officers, the Board of Directors, and the shareholders herein mentioned are subject to this reservation.

ELIZABETH GONZALEZ G. Notary Public
Panama, Republic of Panama
Knowledge of its original in the Notary's possession.

Yo, Licdo. AUGUSTO C. AROSEMENA S. Notario Público Undécimo del
Circuito de Panamá, con Céd. de Identidad Personal No. 8-381-16

CERTIFICO:

Que dada la certeza de la identidad del(los) sujeto(s) que firmó(firmaron)
el presente documento, su(s) firma(s) es(son) autenticas(s)

Panamá 29 ENE 2008

Licdo. AUGUSTO C. AROSEMENA S.
Notario Público Undécimo



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. En Panamá el presente documento público
2. ha sido firmado por AUGUSTO C. AROSEMENA
3. quien actúa en calidad de NOTARIO
4. y está revestido del sello / timbre de NOTARIA PUBLICA UNDECIMA
DEL CIRCUITO DE PANAMA

CERTIFICADO

5. En el Ministerio de Relaciones Exteriores 6. el día 29-1-2008
7. por JEFE DE AUTENTICACION Y LEGALIZACION
8. bajo el número 9)C GB / # Rec.: 190997
9. Sello / timbre:
10. Firma del Funcionario Jorge P. Jorj...

Firma Autorizada

JEFE DE AUTENTICACION Y LEGALIZACION
MINISTERIO DE RELACIONES EXTERIORES



REPUBLICA DE PANAMA
PROVINCIA DE PANAMA

NOTARIA CUARTA DEL CIRCUITO

LIC. CARLOS GARCIA MARTIN

NOTARIO

CALLE RICARDO ARIAS No 7
EDIFICIO CONTINENTAL

Teléfonos: { 69-1078
64-0885
64-0888

Apartado 871283
Panamá 7, Panamá

COPIA

ESCRITURA No. 3.796 DE 23 DE ABRIL DE 19 92

Por la Cual se protocoliza el PACTO SOCIAL de la sociedad anónima denominada DORAL HOLDINGS, S. A., con domicilio en la Ciudad de Panamá, República de Panamá.

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35762

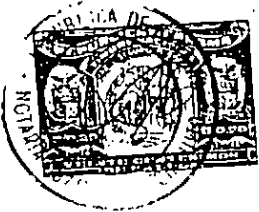
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INCLUIDO / PAPEL SELLADO

Ruth

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REPUBLICA DE PANAMA
Ministerio de Hacienda y Tesoro



PAPEL NOTARIAL

TIMBRE NACIONAL
B/4.00 CUATRO BALBOAS B/4.00

LEY No. 38 de 1974

DECRETO EJECUTIVO No. 29



ESCRITURA PUBLICA NUMERO TRES MIL SETECIENTOS NOVENTA Y SEIS ~~3,796~~ 3,796

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~~Por la cual se protocoliza el Pacto Social de la Sociedad Anónima denominada~~
 POR LA CUAL se protocoliza el PACTO SOCIAL de la Sociedad Anónima denominada
~~DORAL HOLDINGS, S. A. con domicilio en la Ciudad de Panamá, República de Panamá.~~
 DORAL HOLDINGS, S. A.
 con domicilio en la Ciudad de Panamá, República de Panamá. -----

 Panamá, 23 de Abril de 1992

~~En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito~~
 En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito
 Notarial del mismo nombre, a los veintitres (23) días del mes de abril del año
 de mil novecientos noventa y dos (1992), ante mí Licenciado CARLOS GARCIA
 MARTIN, Notario Público Cuarto, del Circuito de Panamá, portador de la cédula
 de identidad personal número ochocientos setenta y cuatro trescientos noventa
 y siete (8-1742397), comparecieron personalmente las siguientes personas a
 quienes conozco: EDIS ESQUIVEL GONZALEZ, mujer, mayor de edad, panameña,
 soltera, abogada en ejercicio, vecina de esta ciudad y portadora de la cédula
 de identidad personal número cuatrocientos veintitres mil seiscientos treinta
 y cuatro (4-123-1734), y EURIBIADES MUÑOZ SANCHEZ, varón, mayor de edad,
 panameño, casado, diplomático, vecino de esta ciudad y portador de la cédula
 de identidad personal número ochocientos cuarenta y cuatro quinientos
 dieciséis (8-144-516), personas a quienes conozco y en sus propios nombres me
 presentaron para su protocolización en esta Escritura Pública y al efecto
 protocolizo el Pacto Social de la sociedad anónima denominada ~~EN~~ DORAL
 HOLDINGS, S. A., con domicilio en la Ciudad de Panamá y constituida por
 ellos de conformidad con las disposiciones de la Ley General de sociedad
 anónima de la República de Panamá. -----
 Queda hecha la protocolización solicitada y se expedirán las copias que
 soliciten los interesados. -----
 Leída como les fue a los comparecientes esta escritura pública en presencia de
 los testigos instrumentales señoras Mariela Díaz Chérigo, portadora de la
 cédula de identidad personal número ochocientos veintidos mil cincuenta

REPUBLICA DE PANAMA
Ministerio de Hacienda y Tesoro



PAPEL NOTARIAL

TIMBRE NACIONAL
B/4 00 CUATRO BALBOAS B/4 00

LEY No 38 de 1974

DECRETO EJECUTIVO No 8



1 comercio, tenencia de, e inversiones de toda clase de bienes muebles
2 inmuebles, mercancías maderas de consumo, efectos, productos y otros bienes
3 de cualquier clase, naturaleza o descripción. ~~compradas~~ d) La participación
4 en cualquier forma en otras sociedades o compañías, sean éstas panameñas o
5 extranjeras. ~~compradas~~ e) La compra venta y comercio en general de acciones,
6 bonos, valores y efectos de cualquier clase o descripción. ~~compradas~~ f) La
7 representación como fiduciaria de personas naturales o jurídicas, fuera de la
8 República de Panamá. ~~compradas~~ g) Establecer, gestionar y llevar a cabo el negocio
9 de una compañía fábril, mercantil y comercial, manufacturar, comprar,
10 arrendar, subarrendar o adquirir mediante contrato, licencia o por otro medio,
11 tener, poseer en dominio, hipotecar, pignorar, gravar, enajenar, invertir,
12 comerciar, tanto por su propia cuenta como por cuenta de otros, en materias
13 primas, bienes, efectos, mercancías, productos y otros bienes de cualquier
14 clase, naturaleza o descripción. ~~compradas~~ h) Establecer, gestionar y llevar a
15 cabo los negocios de exportadores, importadores y expedidores como
16 poderdantes, comisionistas, agentes, corredores, fiduciarios, comerciantes
17 comisionistas, o cualquier otro negocio, en la República de Panamá o en
18 cualquier otra parte del mundo, territorios y países extranjeros. ~~compradas~~ i)
19 Solicitar comprar y registrar o de cualquier manera adquirir, tener, poseer en
20 dominio, usar, explotar e introducir, vender, arrendar, ceder, pignorar o de
21 cualquier manera comerciar con patentes, derechos patentarios, licencias,
22 derechos literarios, marcas de fábricas, denominaciones comerciales, fórmulas,
23 procedimientos secretos, invenciones o derechos similares otorgados por la
24 República de Panamá o por cualquier otro país o países del mundo. ~~compradas~~ j)
25 Tomar y dar dinero en préstamo, con o sin interés, a plazo o a requerimiento o
26 en cualesquiera otras condiciones. ~~compradas~~ k) Invertir en otras sociedades
27 cualesquiera sea su clase o naturaleza, o en negocios establecidos, poseídos o
28 administrados, por otras personas, sociedades, compañías, corporaciones o
29 empresas. ~~compradas~~ l) Emitir, expedir, librar, endosar, negociar, pagar,
30 cancelar, protestar, garantizar, rechazar y negociar con toda clase de

E-90-812486



PAPEL NOTARIAL

TIMBRE NACIONAL
B/4.00 CUATRO BALBOAS B/4.00

LEY No 38 de 1974

DECRETO EJECUTIVO No 10000



de su inscripción en el Registro Público. ~~DECIMO~~ DECIMO PRIMERO: El número

de los primeros Directores no será menor de tres (3) ni mayor de nueve (9)

miembros, los cuales podrán ser cambiados de tiempo en tiempo. ~~...~~

La Junta podrá aumentar el número de directores, proveyendo también a su

designación. ~~...~~ No será necesario ser accionista para ser Director. ~~...~~

DECIMO SEGUNDO: Los primeros Directores y Dignatarios, así como sus dirección

son los siguientes: ~~...~~

PETER ROBIN BAILY ~~...~~ PRESIDENTE/DIRECTOR ~~...~~

PEDRO CORONADO C. ~~...~~ SECRETARIO/DIRECTOR ~~...~~

DORIS QUINTERO DE GALINA ~~...~~ SECRETARIA/ASISTENTE/DIRECTORA ~~...~~

MINERVA TAPIA DE EFFIO ~~...~~ TESORERA/DIRECTORA ~~...~~

Todos con Apartado seis cero tres seis ocho cinco (603685), Estafeta El

Dorado, Panamá, República de Panamá. ~~...~~

DECIMO TERCERO: El Representante Legal de la sociedad es el Presidente o

cualquiera otra persona que designe la Junta Directiva. ~~...~~

DECIMO CUARTO: Ningún contrato o transacción entre la sociedad y cualquier

otra sociedad será afectado o invalidado por el hecho de que cualquier

director o dignatario de esta sociedad sea director o dignatario de tal otra

sociedad. ~~...~~ DECIMO QUINTO: Los asuntos de la sociedad serán

administrados y dirigidos por la Junta Directiva. ~~...~~ Las vacantes que

ocurren en la Junta Directiva serán llenadas por la decisión de la mayoría de

la Junta. ~~...~~ DECIMO SEXTO: La Junta Directiva podrá hacer estatutos, los

podrán alterar, derogar o reformar de acuerdo a su conveniencia. ~~...~~ DECIMO

SEPTIMO: La Junta Directiva podrá celebrar reuniones, en las cuales cualquier

Director podrá estar representado por apoderado o apoderados, y el quorum en

todas las sesiones, serán de la mayoría de la Junta. ~~...~~ Los Libros de la

sociedad podrán ser llevados en la República de Panamá o an al extranjero. ~~...~~

DECIMO OCTAVO: La sociedad se reserva el derecho de reformar, alterar o

derogar cualquiera de las estipulaciones de este Pacto Social en la forma

consentida por las Leyes de la República de Panamá, siendo entendido que

PAPEL SELLADO

REC.

26 de ...



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3	ESCRITO EL DOCUMENTO ANTERIOR...
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7	5 de Mayo de 1992
8	Juanes Lopez
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PAPEL SELLADO

E-90-585118

REPUBLICA DE PANAMA		DIRECCION GENERAL DE INGRESOS		R. V.	
LIQUIDACION - REGISTRO PUBLICO		08:15:00. s. A. M.		RUC / FINCA	
PRESENTADO POR : EGY ESCOBAR REGISTRO PUBLICO 124.2.000 - 50.000 LEY 44 DE 1974 124.2.000 - 100.000 DOCUMENTO NO. 3728 DEL 20 DE ABRIL DE 1992 NOTARIA CUARTA DEL CIRCUNSCRIPCION DE PANAMA POR LA CUAL SE PROTOCOLIZA PACTO SOCIAL DE LA SOCIEDAD URSAL HOLDINGS, S.A.		VALOR HASTA 30 200.000.000		VALOR HASTA 200.000.000	
ULTIMO PAGO: SON SESENTA BALBOAS SOLAMENTE LIQUIDADOR - RIGIDA DE FUZ		RESCUETO: 0700		NO RECIBO RP 892022010	
SI ES APLICABLE: <input type="checkbox"/> RECARGO <input checked="" type="checkbox"/> INTERESES POR MES <input type="checkbox"/> RECADOR		TOTAL 60.00		A PAGAR 60.00	
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