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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

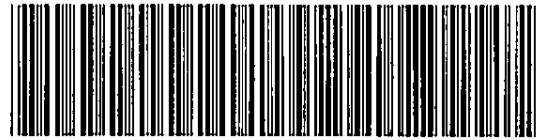
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JANUARY 18, 2023

45
2/4/23 ✓

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WOODRUFF HOLDINGS LIMITED S.A.

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:

E. BEATRIZ BROUWER CPA

Name of Person

BROUWER & CO LLC

Firm/Company

6800 SW 40TH STREET STE 372

Address

MIAMI, FLORIDA 33155

City/State and Zip code

betty.brouwer.cpa@gmail.com

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

For further information concerning this matter, please call:

E. Beatriz Brouwer

at (305) 735-3161

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. WOODRUFF HOLDINGS LIMITED S.A. INCORPORATED
(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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/16/2009 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. 1643 Brickell Ave. Ste 1703 Miami, FL 33129
(Principal office street address)
- _____ (Current mailing address, if different)


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

Name: BROUWER & CO LLC

Office Address: 6800 SW 40TH STREET STE 372
MIAMI, Florida 33155
(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.



(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: Giuliana D'Apuzzo
☐ Vice Chairman Address: 1643 Brickell Ave Ste 1703
☐ Director Miami, FL 33129
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Silvana D'Apuzzo
☐ Vice Chairman Address: 1643 Brickell Ave Ste 1703
☐ Director Miami, FL 33129
☐ President _____
☐ Vice President _____
☒ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Tomaso D'Apuzzo
☐ Vice Chairman Address: 1643 Brickell Ave Ste 1703
☐ Director Miami, FL 33129
☐ President _____
☐ Vice President _____
☐ Secretary ☒ Treasurer
☐ Other _____ ☐ 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 _____

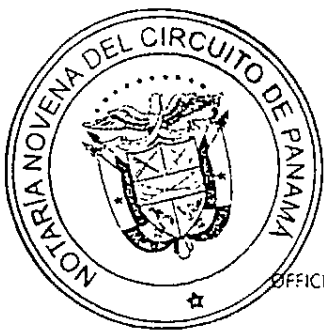
☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

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. *Tomaso D'Apuzzo* 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. Tomaso D'Apuzzo, Treasurer
(Typed or printed name and capacity of person signing application)



OFFICIAL TRANSLATION



PUBLIC REGISTRY OF PANAMA

Signed by: GLADYS EVELIA JONES CASTILLO

Signature

Date: 2022-12-21 12:28:43 -05:00
REASON: PUBLICITY REQUEST
LOCATION: PANAMA, PANAMA

CERTIFICATE OF LEGAL ENTITY

ACCORDING TO THE REQUEST
515633/2022 (0) DATED 12/21/2022

THAT THE COMPANY

WOODRUFF HOLDINGS LIMITED S.A

TYPE OF COMPANY: CORPORATION

IS DULY REGISTERED UNDER (COMMERCIAL) FOLIO N° 835514 (S) SINCE WEDNESDAY, DECEMBER 15th, 2009

- THAT THE COMPANY IS IN FORCE

- THAT ITS DIGNITARIES ARE:

DIRECTOR: GIULIANA D'APUZZO

DIRECTOR: SILVANA D'APUZZO

PRESIDENT: GIULIANA D'APUZZO

SECRETARY: SILVANA D'APUZZO

DIRECTOR/TREASURER: TOMASC D'APUZZO

RESIDENT AGENT: SF ABOGADOS

- THAT LEGAL REPRESENTATION WILL BE PERFORMED BY:
THE PRESIDENT IS THE LEGAL REPRESENTATIVE OF THE CORPORATION AND THE
EXECUTIVE OFFICER OF THE SAME. IN CASE OF ABSENCE OR INABILITY, IT SHALL BE
PERFORMED BY THE SECRETARY OR THE TREASURER, OR BY ANY OTHER PERSON AS
APPOINTED BY THE BOARD OF DIRECTORS.

- THAT ITS CAPITAL IS 50,000.00 U.S. DOLLARS

- CAPITAL DETAILS

THE AUTHORIZED SHARE CAPITAL OF THE COMPANY SHALL BE 50,000.00 U.S. DOLLARS,
DIVIDED INTO 50,000 SHARES WITH A PAR VALUE OF ONE U.S. DOLLAR EACH. SHARES
MAY BE ISSUED AS REGISTERED SHARES.

SHARES: REGISTERED SHARES

- THAT ITS DURATION IS PERPETUAL

- THAT ITS DOMICILE IS IN PANAMA, PROVINCE OF PANAMA

PRESENTED ENTRIES IN PROCESS

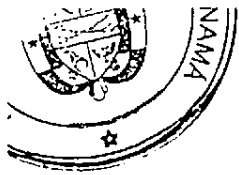
NO PENDING ENTRIES

ISSUED IN THE PROVINCE OF PANAMA ON WEDNESDAY, DECEMBER 21ST, 2022

GLADYS EVELIA JONES CASTILLO
NOTARY PUBLIC
PANAMA, PANAMA

2023 JAN 18 PM 3:21

FILED



OFFICIAL TRANSLATION

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: PANAMA
This public document
2. has been signed by: Gladys Jones
3. Acting in the capacity of Certifying Official
4. Bears the seal/stamp of Public Registry Office

CERTIFIED

5. IN Panama
6. DEC 22, 2022
7. BY: ADMINISTRATIVE DIRECTORATE
8. N°: 2022 - 32490
9. Seal/Stamp:

Ministry of
government

10. FIRMA

Signature

Ministry of
government

This authorization do not imply any liability in
regard to the content of the document

Yo Licda. Tatiana Pitty Bethancourt, Notaria Pública Novena del Circuito
de la Provincia de Panamá, con Cédula de Identidad No. 8-707-101,

CERTIFICO:

Que este documento ha sido colgado y encontrado en todo conforme
con su original.

23 DEC 2022
F. Bethancourt
Licda. Tatiana Pitty Bethancourt
Notaria Pública Novena del Circuito de Panamá

