

F9500000798

ARLOSE CONCEPCION
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**Also admitted to Delaware Bar
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JUAN VICENTE URDANETA
Attorney Admitted Only
In Venezuela

Miami, January 4, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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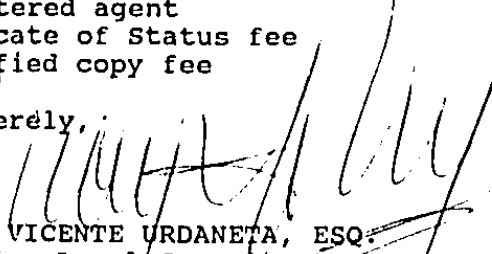
Re: Jumart Overseas, Ltd.

Dear Sirs:

In regards to the above referenced matter and in order to comply with Section 607.1503 of the Florida Statutes, enclosed please find the following documents:

1. Application according to Section 607.1503(1);
2. Original Certificate of Existence of the company; and,
3. A check in the amount of US\$131.25 for the following items:
 - a. US\$35.00 filing fees
 - b. US\$35.00 registered agent
 - c. US\$8.75 Certificate of Status fee
 - d. US\$52.50 certified copy fee

Sincerely,


JUAN VICENTE URDANETA, ESQ.
Foreign Legal Consultant
Attorney Admitted Only in Venezuela

JVU/ymc

JVU\Letters\corp.boc



FLORIDA DEPARTMENT OF STATE
Sandra R. Northam
Secretary of State

January 12, 1995

CONCEPCION, SEXTON & STIPHANY
999 PONCE DE LEON BLVD.
SUITE 1015
CORAL GABLES, FL 33134

SUBJECT: JUMART OVERSEAS, LTD.
Ref. Number: W95000000909

We have received your document for JUMART OVERSEAS, LTD. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return 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 (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 495A00001511

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

Jumart Overseas Corporation

1. Jumart Overseas Corporation
(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.)

2. British Virgin Islands 3. ----
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 06/28/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o Concepcion, Sexton & Stiphany

7. 999 Ponce De Leon Boulevard, Suite 1015
Coral Gables, Florida 33134
(Current mailing address)

8. Any act or activity not prohibited under Florida law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Juan Vicente Urdaneta
Concepcion, Sexton & Stiphany

Office Address: 999 Ponce De Leon Boulevard, Suite 1015

Coral Gables, Florida, 33134
(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.

Juan Vicente Urdaneta
(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.

JUMART OVERSEAS LTD.

COMPANY No. IBC 121696

FILED

JAN 20 1995

TO THE REGISTRAR OF COMPANIES
PURSUANT TO SECTION 16 OF THE INTERNATIONAL
BUSINESS COMPANIES ACT
(No. 1 of 1984), AS AMENDED

We, SUCRE & SUCRE TRUST LIMITED of Chera Chambers, Registered Agent of the above-named Company, hereby certify that the following is an extract of the Resolutions of Members amending the Memorandum and Articles of Association of the above-named Company, adopted on the 18th day of January of 1995.

EXTRACT OF THE RESOLUTION ADOPTED BY THE MEMBERS OF
JUMART OVERSEAS LTD. ON THE 18TH DAY OF JANUARY OF 1995.

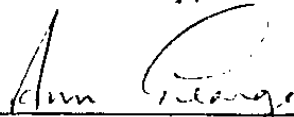
IT IS RESOLVED:

1. To amend section 1. NAME of the Memorandum of Association.
2. That the above-mentioned section will from now on read as follows:

1. NAME

The name of the Company is **JUMART OVERSEAS CORPORATION**

Presented for filing this 20th day of January, 1995.


SUCRE & SUCRE TRUST LIMITED
Registered Agent's
Authorised Representative

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Miguel Boccardo Paris
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

Vice Chairman: Blanca Elena De Boccardo
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

Director: Miguel Boccardo Wannoni
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

Director: Patricia Boccardo De Kalen
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

B. OFFICERS

President: Miguel Boccardo Paris
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

Vice President: _____
Address: _____

Secretary: Blanca Elena De Boccardo
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

Treasurer: Miguel Boccardo Wannoni
Address: c/o Concepcion, Sexton & Stiphany
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, Florida 33134

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Juan Vicente Urdaneta (Resident Agent)
(Typed or printed name and capacity of person signing application)

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ORDINANCE

CERTIFICATE OF INCORPORATION

(Section 11)

No. 121696

I, CALVIN A. EVERSLEY, Esq., Registrar of Companies of the British Virgin Islands DO HEREBY CERTIFY
pursuant to the International Business Companies Ordinance (No. 8 of 1984) that

JUMART OVERSEAS CORPORATION

is incorporated in the British Virgin Islands as an International Business Company, and that the former name of the said
company was

JUMART OVERSEAS LTD.

which name has been changed this 20th day of January, 19 95 to

JUMART OVERSEAS CORPORATION

Given under my hand and seal at Road Town
in the Island of Tortola

24:2 13 51 33:56 REGISTRAR

2000/01/20 10:00:00

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ORDINANCE
(No. 8 of 1984)

CERTIFICATE OF GOOD STANDING (Section 114)

No. 121696 JUMART OVERSEAS CORPORATION

I, CALVIN A. EVERSLEY, Esq. ,Registrar of Companies of the British Virgin Islands DO HEREBY CERTIFY :

1. The above company was duly (incorporated) (~~constituted~~) under the provisions of the International Business Companies Ordinance (No. 8 of 1984) on the 28th day of June, 19 94 as Company No. 121696 of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of sections 104 and 105 of the said Ordinance.
3. The Company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The Company has not submitted to me articles of arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Road Town
in the Island of Tortola,
this 1st day of February, 19 95

.....
REGISTRAR

95 FEB 15 AM 2:4

DIVISION OF REGISTRATIONS