

F95000001360
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: EDYDASA, S.A.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Armando A. Pardillo, Esq.

(Name of Person)

Armando Pardillo Law Offices, P.A.

(Firm/Company)

1401 Ponce de Leon Blvd. #202

(Address)

Coral Gables, FL. 33134-4007

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Marie, Secretary to Pardillo at (305) 444 - 0100

(Name of Person)

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 7, 1995

ARMANDO A. PARDILLI
1401 PONCE DE LEON BLVD #202
CORAL GABLES, FL 33134-4007

SUBJECT: EDYDASA, S.A.
Ref. Number: W95000005027

We have received your document for EDYDASA, S.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$6521.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 495A00010156

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

Before me the undersigned authority, personally appeared **LEONARDO RENE SAN JUAN**, as President of **EDYDASA S.A.**, of 2900 S.W. 113th., Avenue, Miami, Florida 33165, who being first dully sworn, on oath, deposes and says as follows:

1. That this Affidavit is made in regard to **EDYDASA S.A.** a Corporation organized and existing under the laws of the Republic of Costa Rica, Central America.

2. That Affiant on behalf of **EDYDASA S.A.**, executed an "Application by Foreign Corporation for Authorization to transact Business in Florida", which indicates erroneously under Item No. 6. of said application that **EDYDASA, S.A.**, first transacted business in Florida in 1984.

3. That the correct date **EDYDASA, S.A.**, began transacting business or conducting its affairs in Florida prior to this date, did not constitute transacting business or conducting affairs pursuant to Section 607.1501 or 617.1501 Florida Statutes.

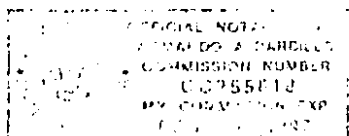
FURTHER AFFIANT SAYETH NAUGHT.

Signed this 14, day of March 1995.

EDYDASA S.A.

By: Leonardo Rene San Juan
President

Sworn to and Subscribed before me by Leonardo Rene San Juan as President of **EDYDASA S.A.**, on this 14, day of March, 1995, who is personally known to me.



Armando A. Pardillo
Notary Public

Document prepared by:
Armando A. Pardillo, Esq.
1401 Ponce de Leon Blvd. #202
Coral Gables, FL. 33134-4007
Tel: 305-444-0100


**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. EDYDASA, S.A.
(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. Costa Rica, C.A. 3. 52-1353848
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 18, 1975 5. 50 years
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1984
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2900 S.W. 113 Ave
Miami, FL. 33165
(Current mailing address)
8. Investments
(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: Leonardo Rene San Juan
Office Address: 2900 S.W. 113 Ave
Miami, Florida, 33165
(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.


(Registered agent's signature)
Leonardo Rene San Juan

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: LEONARDO RENE SAN JUAN

Address: 2900 S.W. 113 Avenue

Miami, Florida 33165

Vice Chairman: _____

Address: _____

Director: LUIS EMILIO VISCONTI BARRANTES

Address: San Pedro De Monte de Oca, Urbanizacion
La Granja, 275 Metros al Sur de Mas X Menos
San Jose, Costa Rica, C.A.

Director: Damaris Visconti Barrantes

Address: San Pedro De Monte de Oca, Urbanizacion
La Granja, 275 Metros al Sur de Mas X Menos
San Jose, Costa Rica, C.A.

B. OFFICERS

President: LEONARDO RENE SAN JUAN

Address: 2900 S.W. 113 Avenue

Miami, Florida 33165

Vice President: _____

Address: _____

Secretary: DAMARIS VISCONTI BARRANTES

Address: San Pedro de Monte de Oca, Urbanizacion
La Granja, 275 Metros al Sur de Mas X Menos
San Jose, Costa Rica, C.A.

Treasurer: Luis Emilio Visconti Barrantes

Address: San Pedro De Monte de Oca, Urbanizacion La
Granja, 275 Metros al Sur de Mas X Menos
San Jose, Costa Rica, C.A.

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

13. _____

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

Leonardo Rene San Juan

President

14. _____

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

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ARMANDO A. PARDILLO, Esq., of 4753 Alton Road, Miami Beach, Florida 33140, with Social Security No. 265-74-2802, who being first duly sworn, on oath, deposes and says as follows:

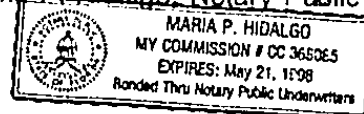
1. That Affiant is familiar with and fluent in the Spanish and English languages.
2. That Affiant has read, translated and transcribed the Certificate of Good Standing of EDYDASA S.A., a Corporation organized under the laws of COSTA RICA, C.A., attached hereto, and
3. That the attached translation thereof is true and correct to the best of Affiant's knowledge.
4. FURTHER AFFIANT SAYETH NAUGHT.

Armando A. Pardillo

SWORN TO AND SUBSCRIBED before me, this 24, day of February, 1995,
by ARMANDO A. PARDILLO, who is known to me.

Notary Seal:

Maria P. Hidalgo
Maria P. Hidalgo - Notary Public



N:TRANSLAT.AFF

MARIO GOLCHER AVENDAÑO. Notary Public. In conformity with Article Eighty Two of the Organic Law regulating the Notary Profession and in accordance with its reforms.

CERTIFIES: That in view of the Official Records Book of the Public Registry, Mercantile Section, Folio No. Four Hundred Ninety One, Volume One Hundred and Fifty Six, there appears entry Three Hundred and Fifty wherein it is shown that the Company by the name of **EDYDASA, SOCIEDAD ANONIMA**, is in good standing and that its duration is for Fifty Years, reckoned from the Eighteenth day of July, Nineteen Hundred Seventy Five. All in conformity with the Fourth Clause of its Articles of Incorporation.

This Certification is issued in the City of San Jose, at Eight a.m. on the Third day of February Ninety Hundred Ninety Five. Legal Stamps are added and cancelled. It is conformed.

/s/ Illegible

THERE ARE THREE RUBBER SEALS AND SIX DOCUMENTARY STAMPS AFFIXED HERETO.

Certificate of Acknowledgment of Execution of an Instrument

REPUBLIC OF COSTA RICA
(Country)

PROVINCE OF SAN JOSE
(County and/or other political division)

CITY OF SAN JOSE
(County and/or other political division)

EMBASSY OF THE UNITED STATES OF AMERICA
(Name of foreign service office)

62-11025

I, DIRK J. HOF SCHIRE, VICE-CONSUL

of the United States of America at SAN JOSE, COSTA RICA

duly commissioned and qualified, do hereby certify that on this 27TH

day of FEBRUARY 1995, before me personally appeared MARIO GOLCHER AVENDANO.

to me personally known, and known to me to be the individual... described in, whose
name IS.. subscribed to, and who executed the annexed instrument, and being
informed by me of the contents of said instrument HE... duly acknowledged to me
that HE.... executed the same freely and voluntarily for the uses and purposes
therein mentioned.

(SEAL)

In witness whereof I have hereunto set my hand and
official seal the day and year last above written.

DIRK J. HOF SCHIRE

VICE-CONSUL of the United States of America.

NOTE.—Wherever practicable all signatures to a document should be included in one certificate.

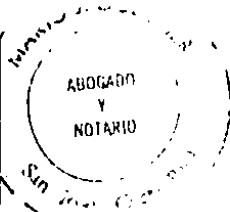
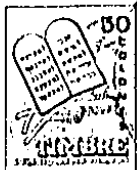
C-100-1002

MARIO GOLCHER AVENDAÑO. Notario Publico De conformidad con el artículo ochenta y dos de la Ley Organica que rige el Notariado y acorde a sus reformas **CERTIFICA** Con vista de los Libros que lleva el Registro Publico. Sección Mercantil al folio cuatrocientos noventa y uno del tomo ciento cincuenta y seis se encuentra el asiento trescientos cincuenta donde consta que la sociedad **EDYDASA, SOCIEDAD ANONIMA**, se encuentra vigente y que su plazo social es por cincuenta años a partir del dieciocho de julio de mil novecientos setenta y cinco. Todo de conformidad con la cláusula cuarta del pacto constitutivo. - Extiendo la presente certificación en la ciudad de San José a los ocho horas del tres de febrero de mil novecientos noventa y cinco Agrego y cancelo los Timbres de Ley. Es conforme

M. Golcher



ACCESADO



COSTA RICA
TIMBRE

