

F95000001952

4-13-95 Steve
#244
Stephen Kren
Requester's Name
8370 West Flagler St
Address
Miami, FL 33144
City State ZIP Phone
554-0035

VALIDATION ONLY

95 APR 17 11:01
DIVISION OF REGISTRATION

600001457676
-04/17/95--01013--016
*****78.75 *****78.75

CORPORATION(S) NAME

OCERTOWN - ACER DISTRIBUCION LATINO
AMERICANA, S.A.

W95-8152

- | | | |
|--|---|--|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution | ☐ Mark |
| ☒ Foreign | ☐ Annual Report | ☐ Other |
| ☐ Limited Partnership | ☐ Reservation | ☐ Change of Registered Agent |
| ☐ Reinstatement | ☐ Photo Copies | ☒ Certificate Under Seal |
| ☐ Certified Copy | ☐ Call When Ready | ☐ Call If Problem |
| ☐ Call When Ready | ☐ Will Wait | ☐ After 4:30 |
| ☒ Walk In | ☒ Pick Up | ☐ Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)



EMPIRE Toll Free: 1-800-432-3028

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SECRETARY OF STATE
DIVISION OF REGISTRATION
95 APR 21 11:11:39
S41



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1995

STEPHEN KRESS
8370 WEST FLAGLER STREET
MIAMI, FL 33144

SUBJECT: OCEANTOWN-ACER DISTRIBUCION LATINO AMERICANA
SOCIEDAD ANONIMA
Ref. Number: W95000008152

We have received your document for OCEANTOWN-ACER DISTRIBUCION LATINO AMERICANA SOCIEDAD ANONIMA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00017751

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95 APR 21 AM 11:29

Charter Number Only

4/20/95

Stephen A. Kress

Director's Name

8370 W. Flagler St #244

Address

Miami FL 33144

City

State

Zip

Phone

554-0033 A

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95 APR 21 AM 11:30

CORPORATION(S) NAME

Oceatown - Acer Distribucion Latino
Americana, S.A.

NOTE: English translation is
OCEATOWN - ACER DISTRIBUTION LATIN
AMERICA, S.A.

() Profit

() NonProfit

() Amendment

() Merger

☒ Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

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() Walk In

() Will Wait

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Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please call Kesy
at EMPIRE when
you file article
Please

**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:**

1. OCEATOWN - ACER DISTRIBUCION LATINO AMERICANA, 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. Uruguay 3. NA
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 6, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of this requested Authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1619 N.W. 84 th Avenue
Miami, FL 33126
(Current mailing address)
8. All lawful business activities including, without limitation, distribution of goods
(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: JOSE BORDA
Office Address: 1619 N.W. 84 th Avenue
MIAMI, Florida, 33126
(Zip Code)

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DIVISION OF CORPORATIONS
95 APR 21 AM 11:39

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.

Jose Borda
(Registered agent's signature)

JOSE BORDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MAX HUNG

Address: 1619 N.W. 84 th Ave.

Miami, FL 33126

Director: JOSE BORDA

Address: 1619 N.W. 84 th Ave.

Miami, FL 33126

B. OFFICERS

President: MAX HUNG

Address: 1619 N.W. 84 th Ave.

Miami, FL 33126

Vice President: _____

Address: _____

Secretary: JOSE BORDA

Address: 1619 N.W. 84 th Ave.

Miami, FL 33126

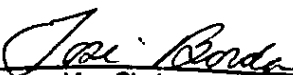
Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
95 APR 21 AM 11:39

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)

JOSE BORDA Secy. and Director

14.

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

Daniel Quintana Pérez
Escribano

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 AM 11:38

Rio Negro 1394 esc. 504
Tel. (005982) 912552 917221 Fax: 923157
- Montevideo - R. O. DEL URUGUAY -



PAPEL NOTARIAL

Bg N° 087711



ESC. DANIEL MARCOS QUINTANA PEREZ - 04782/3

CERTIFICO: I) Que la sociedad "OCEATOWN INTERNATIONAL Sociedad Anónima" es persona jurídica hábil, activa y vigente en este país, habiendo sido constituida en debida forma: fundada en esta ciudad el día 27 de diciembre de 1989, su Estatuto aprobado el 16 de marzo de 1994 por la Inspección General de Hacienda, inscripto en el Registro Público y General de Comercio el 10/5/1994 con el número 206 al folio 1562-1568 del Libro 3 -Legajo número 11.612/94) y publicado (en el "Diario Oficial" del 25/5/94 y en "El Herald Capitalino" del 6/6/1994). - - - - -

II) Que actualmente se denomina "OCEATOWN - ACER DISTRIBUTION LATINO AMERICANA Sociedad Anónima", estado en trámite el reconocimiento oficial de dicho cambio de nombre.

III) Que el principal domicilio de dicha sociedad en este país, es en la calle Cerrito número 420, 7o. piso, de esta ciudad de Montevideo. - - - - -

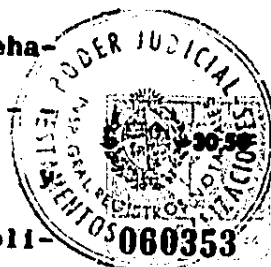
IV) Que según surge de Acta de Asamblea Extraordinaria del 24 de noviembre de 1994 (existente a fojas 2 del Libro de Actas de Asambleas debidamente certificado el 10/6/1994 por el Registro respectivo con el número 6280 folio 13 Libro 56), fueron designados como únicos integrantes del Directorio: como Presidente, el Sr. Max HUNG (también nombrado como Ming-Szu HUNG, con Pasaporte -facsimil del cual he visto- número M3030603 de la República de China, ciudadano de dicha República), y como Secretario, el Sr.

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SECRETARÍA DE ESTADO
VISTO
95 APR 21 AM 11:3

José, Gabriel, BORDA (con Pasaporte -que he visto- número, 110020939. de los Estados Unidos de Norteamérica, ciudadano de dicho país); y siendo los nombrados los únicos Directores desde entonces a hoy. - - - - -

Todo lo cual me surge de la documentación original fehaciente vista y de la información recabada. - - - - -

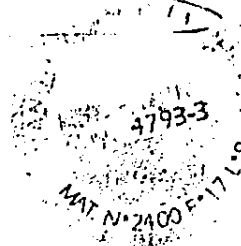
EN FE DE ELLO, a solicitud de la prenombrada sociedad, en ejercicio legal de mi vigente calidad de Notario Público con facultad para dar fe pública sobre hechos de mi conocimiento directo, siento el presente que signo, firmo y sello en la ciudad de Montevideo, República Oriental del Uruguay, el día veinte de marzo de mil novecientos noventa y cinco.



ARANCEL OFICIAL:
Art. 6
Hon.fict.: \$165.=
M.Not.: \$30,50

FILED
SECRETARY OF STATE
DIVISION

95 APR 21 AM 11:30





-----REPUBLICA ORIENTAL DEL URUGUAY-----

-----SUPREMA CORTE DE JUSTICIA-----

-----LEGALIZACIONES-----

CERTIFICO QUE: ...DANIEL QUINTANA PEREZ,.....
es Escribano Público, y la firma y signo que anteceden
guardan similitud con los que obran en el Registro de
firmas a cargo de esta Corporación, estando en el ejer-
cicio de su profesión a la fecha de la intervención no-
tarial precedente.-

EN FE DE ELLO, expido el presente que sello,
signo y firmo en Montevideo, el 21.03.95
de marzo..... de 1995.

ESTA LEGALIZACION TIENE COMO UNICO EFECTO AUTENTICAR LA
FIRMA DEL ESCRIBANO SIN JUZGAR EL CONTENIDO DEL DOCUMENTO

Ines Rodriguez Sarmiento

MINISTERIO DE RELACIONES EXTERIORES
Departamento de Documentación Consular
(Sección Legalizaciones)

VISTO para la certificación de la firma de:

Ines Rodriguez Sarmiento
5-01-95

Esc. INES RODRIGUEZ SARMIENTO

Esta certificación no entraña pronunciamiento alguno acerca de la validez formal del documento cuya firma se certifica.
Arancel: 8 rt. 240 inc. D) Ley 16170 de 28.12.90

Actuación N° 10313 Recibo N° 758256

RECAUDADO EN SVC 110 EN \$ 480

TIPO DE CAMBIO 32=

MONTEVIDEO 23-3-95



Hugo Aguirre
HUGO AGUIRRE
SECCION LEGALIZACIONES

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 AM 11:38

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DIVISION OF CORPORATIONS

95 APR 21 AM 11:39

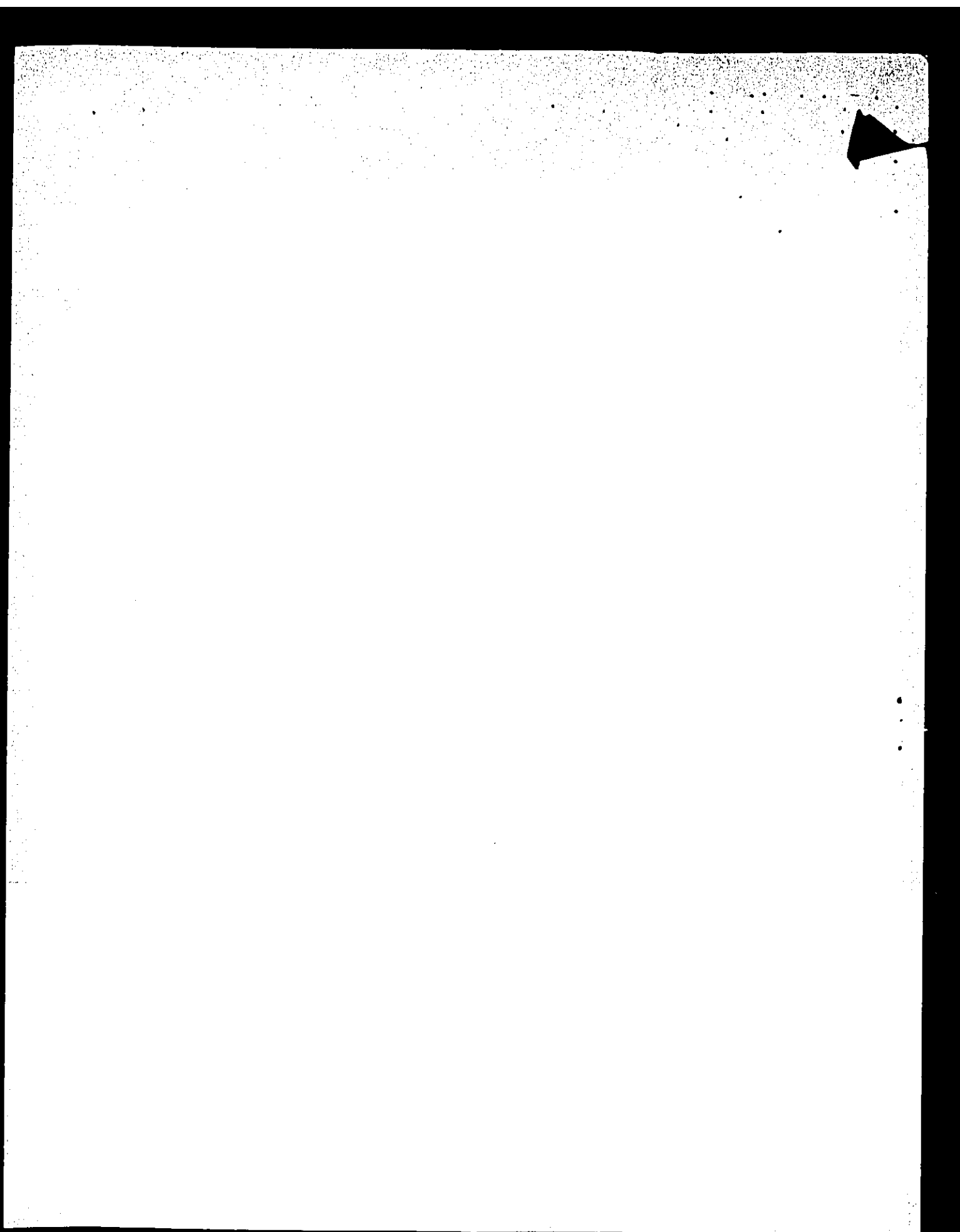
Republic of Uruguay
Department of Montevideo
City of Montevideo
Embassy of the United States of America

I, Blair L. LaBarge, Vice Consul of the United States of America at Montevideo, Uruguay, duly commissioned and qualified, do hereby certify that Hugo Aguirre, whose true signature and official seal are, respectively, subscribed and affixed to the annexed certificate, was on the 23rd day of March, 1995, the date thereof, Official, Ministry of Foreign Affairs, Oriental Republic of Uruguay, to whose official act faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and the seal of the Embassy of the United States of America, this 23rd day of March, 1995.


Blair L. LaBarge
Vice Consul of the
United States of America

FILED
SECRETARY OF STATE
MAR 23 1995
95/0321 1011:38



NOTARY PAPER

SEAL

SEAL

BG NO.: 57711

Notary Public, DANIEL MARCOS QUINTANA PEREZ - 04793/3

I CERTIFY : I) That the corporation "OCEANTOWN INTERNATIONAL SOCIEDAD ANONIMA" is a legal entity, active and current in this country, having been constituted in proper form: founded in this city on December 27, 1989, its bylaws approved on March 16, 1994 by the General Offices of the Treasury, filed in the Public Records and General Commerce on May 10, 1994 with number 206, folio 1562-1568, Book 3- number 11.612/94) and published (in the "Official Newspaper" on May 25, 1994 and in the "The Capital Herald" on June 6, 1994 -----

II) That presently named "OCEANTOWN - ACER DISTRIBUCION LATINO AMERICANA SOCIEDAD ANONIMA", after having its prior name changed.

III) That its principal domicile of this corporation in this country, is Cerrito Street Number 420, 7th Floor, of the city of Montevideo.

IV) That from the minutes of the Special Meeting dated November 24, 1994 (found at page 2 in the books of the minutes of the meetings properly certified on June 10, 1994 in the record with number 6280 folio 13 Book 56), were designated as the only members' of the Board of Directors:

as President, Mr. Max Hung (also known as Ming-Szu Hung, with passport - a facsimile of same that I looked - number M3030603 from the Republic of China, a Citizen of that Republic), and as secretary, Mr. JOSE GABRIEL BORDA (with passport - that I have looked - number 110020939 from the United States of America, a citizen of that country); and the aforementioned persons are the only Directors from that date to the present.

Therefore, it is issued from original documentation and authentic from the information gathered.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 28 AM 11:48

----- EASTERN REPUBLIC OF URUGUAY -----
----- SUPREME COURT OF JUSTICE -----
----- CERTIFICATION -----

I CERTIFY THAT: DANIEL QUINTANA PEREZ ----- is Notary
Public and the signature and the mark are similar to the name
found in the record of name in charge on this corporation, and
being in this profession on the date he executed.

Witnessed, I stamped and signed at Montevideo, on this 21st
day of March, 1994.

This Certification, has only one effect, to authenticate the
signature of the Notary Public without judging the content of the
document.

Signature

Ministry of Exterior Relations
Department of Consular Documentation
(Certification Section)
Reviewed the Certification of the Signautre of:

Signature

Letters

This certification does not make any
pronouncement on the formal valucidity
of the document except the signatur,
that it is being certified

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DIVISION OF CONSULAR AFFAIRS
95 APR 21 AM 11:38

Schedule of Fees: 08 rt. 240 in D) Law 16170 of December 28,
1990. Proceeding No. 10353 Receipt no. 798256 Collected in \$VC
150.00 in \$ 150 EN \$ h 8 = Type of Change 32 Montevideo March
23, 1995.

SEAL

Signature
Hugo Aguirre

Notary Public
Ines Rodriguez Sarmiento
Inspection General of
Notary Records, Records of
Wills and Certifications

I certify that on the petition of the aforementioned corporation,
under my current status as Notary Public with the full faculty to
give authority to attest documents from my personal knowledge,
presently executed and stamped in the city of Montevideo, Eastern
Republic of Uruguay, the 20th day of March 1995.

Two Seals

Signature

Signature

Signature

Two Seals

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 AM 11:38

TRANSLATOR'S AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF DADE)

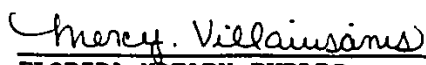
BEFORE ME, the undersigned authority, personally appeared,
MANUEL CHONG CUAN, JR., ESQ., who being duly sworn by me deposes
and says:

1. The foregoing is an accurate translation of the
"Certified Copy" in Spanish.
2. That he, Affiant, is competent in both English and
Spanish to render such translation.



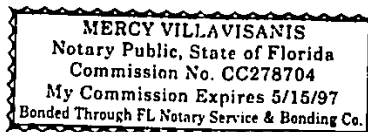
MANUEL CHONG CUAN, JR., ESQ.
Affiant/Translator

SWORN TO AND SUBSCRIBED before me by MANUEL CHONG CUAN, JR.,
ESQ. at Miami, Dade County, Florida on April 12, 1995 who is
personally known to me.



FLORIDA NOTARY PUBLIC

AFFIX SEAL



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SECRETARY OF STATE
DIVISION OF RECORDS & ADMINISTRATION
95 APR 21 AM 11:38

PAUL-FLORIDA FILING
 Requestor's Name
 F95000001952
 668-4318
 City/State/Zip Phone #

400001672234
 -12/27/95--0.010--017
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. OCEATOWN - ACER DISTRIBUCION LATINO AMERICANA
 (Corporation Name) (Document #)
2. SOCIEDAD ANONIMA F95-1952
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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- ☒ Walk in
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
☐ Will wait
☐ Photocopy
☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☒	Dissolution/Withdrawal
☐	Merger

RECEIVED
 95 DEC 27 PM 1:46
 DIVISION OF CORPORATION

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

TLL DEC 27 1995

Examiner's Initials	
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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA

OCEATOWN - ACER DISTRIBUCION LATINO AMERICANA SOCIEDAD ANONIMA
(Name of Corporation)

COUNTRY OF URUGUAY
(Incorporated Under Laws of)

This corporation is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department:

OCEATOWN - ACER DISTRIBUCION LATINO
AMERICANA SOCIEDAD ANONIMA
c/o JOSE BORDA
1601 N.W. 84th Avenue
(Mailing Address)
Miami, Florida 33126
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Dated: December 26, 1995

Sign: Jose Borda
JOSE BORDA
Title: Secretary/Treasurer

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 27 PM 3:38