

F95000002772

LAW OFFICES
DUNN, LODISH & WIDOM

PROFESSIONAL ASSOCIATION
ONE BISCAYNE TOWER - SUITE 2400
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

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DANA CORBO
RICHARD M. DUNN
BARBARA A. EAGAN
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TELEPHONE
(305) 374-4401
TELEFAX
(305) 374-6401

ALVIN D. LODISH
RONNIE R. SAVAR
MICHAEL G. SREBNICK
MITCHELL E. WIDOM

June 7, 1995

Mr. Jay Kassees
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

400001512754
-06/14/95--01036--006
*****78.75 *****78.75

Re: Interamericana de Carga, P.S.M.

Dear Jay:

Enclosed is the completed application, Venezuelan Certificate of Existence (together with translation duly notarized) and fees check, submitted for the purpose of registering the above-referenced foreign company to do business in the State of Florida. Also enclosed is a return FedEx envelope for your use in returning the certificate to us. Please call me or Lourdes Montalvan should you need any additional information.

I appreciate your personal involvement in obtaining expedited action on this request.

Best regards.

Sincerely,

Richard M. Dunn

Richard M. Dunn

RMD:lrn
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -8 PM 1:18
Hc 4/8

SENT BY:

5-25-85 : 8:14AM :

-222879243090871788: 3/ 5

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: INTERamericana de Carga, P.S.M., C.A.
(Name of corporation - must include suffix)

Translation: Interamerican y Carga P.S.M.
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:

Hector M. Ponte
(Name of Person)

INTERamericana de Carga, P.S.M. - C.A.
(Firm/Company)

P.O. Box 591066
(Address)

MIAMI - Fla. 33159-1066
(City, State and Zip Code)

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

Hector M. Ponte
(Name of Person)

at (305) 446-0565
Area Code & Daytime Telephone Number

WH5-11683

COURIER ADDRESS:

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

MAILING ADDRESS:

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

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. INTERAMERICANA de Carga, P. S. M. - C. A.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as well clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

translation: Interamerican y carga P.S.M., C.A.

2. Venezuela

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 9-6-91

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 1993

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 3153 S.W. 24 Terr.

or. P.O. Box 591066

MIAMI - Fla. 33145

Miami, FL 33159-1066

(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS

(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: Hector M. Xato

Office Address: 3153 S.W. 24 Terr

Miami - Fla.

Florida,

33145

(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.

[Signature]
(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.

SENT BY:

5-25-85 : 8:15AM :

-22288782430804871788:8 5/ 5

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jose Francisco Salazar Salazar

Address: P.O. Box #107 Catia La Mar Venezuela
Zona de Carga Bldg #1

Vice President: Oralis Margarita Moyade Salazar

Address: Same as above

Secretary: Igor Martin

Address: Ave. Atalntida entre Gtat + Tma
Gta. Yanet P.B. Catia La Mar

General Manager

Treasurer: Hector M. Ponte

Address: 3153 S.W. 24th Terrace

Miami FL 33145

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

13.

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

14.

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

**TRANSLATION OF CERTIFICATE OF EXISTENCE
SUBMITTED ON BEHALF OF INTERAMERICANA DE CARGA, P.S.M.**

DATE: JUNE 7, 1995

**CARLOS E. DELGADO ALVAREZ
ATTORNEY REGISTER NO. 21184**

I, JOSE FRANCISCO SALAZAR SALAZAR, a Venezuelan citizen, of legal age, a resident and owner of record of identification document number 1.448,817, acting in my capacity as President of INTERAMERICANA DE CARGA, P.S.M., hereby certify:

FIRST: That said corporation is duly authorized and existing within the laws of the Republic of Venezuela, located in Caracas and duly registered in the First Merchant Records of the Federal District Judicial Registry in the State of Miranda on September 6, 1991 at Record No. 64, Folio No. 112-A Pro.

SECOND: That said corporation is duly authorized and empowered to function without restrictions all related business activities.

EXECUTED at Caracas, on the fifth (5) day of June, 1995 by:

JOSE FRANCISCO SALAZAR SALAZAR

PRESIDENT

Document bears a notary stamp from:
Eighth Municipal Notary
State of Miranda
No. 61407
Dated: 6/5/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUN -8 PM 1:10

DATE: JUNE 7, 1995

[AUTHENTICATION]

REPUBLIC OF VENEZUELA, EIGHTH MUNICIPAL NOTARY PUBLIC OF CHACAO, STATE OF MIRANDA. EL ROSAL. JUNE 5, 1995. 185 & 136. The foregoing document, prepared by Dr. Carlos E. Delgado, attorney register No. 21184, was presented for authentication and issuance under application No. 61407 dated: 06/05/95, and in accordance, personally appeared: JOSE FRANCISCO SALAZAR SALAZAR, resident of CARACAS, of VENEZUELAN nationality, a married man, owner of record of identification document No. V-1.448.817, respectively. Having read the foregoing instrument in the presence of a Notary Public, it is hereby ratified that: THE CONTENTS [OF SAID DOCUMENT] AND THE SIGNATURES THAT AUTHORIZE [SAME] ARE AUTHORIZED. The Notary Public legally declares said document AUTHENTICATED, in the presence of witnesses: ALEX MARTINEZ and ANA APONTE, owners of record of identification document numbers: 6.141.853 and 4.851.068, hereby recorded under Record No. 38, Folio No. 68 of the Authentication Volumes contained within this Notary Office. Similarly reviewed was INTERAMERICANA DE CARGA, P.S.M. License issued by First Merchant Records of the Federal District Judicial Register in the State of Miranda on September 6, 1991 at Number 64, Folio No. 112-A Pro at El Rosal.

**Notarized by: Dr. Eduardo Marcano Guzman
Eighth Public Notary Office
Chacao del Este [County]
State of Miranda**

[Bearing 2 Witnesses Signatures]

Signature by: JOSE FRANCISCO SALAZAR

**FILED
STATE
SECRETARY OF CORPORATIONS
95 JUN -8 PM 1:18**

TRANSLATION OF CERTIFICATE OF RESIDENCE
SUBMITTED ON BEHALF OF INTERAMERICANA DE CARGA, P.R.M.

DATE: JUNE 7, 1995

This document was translated by:

June 7, 1995

Louder R. Montalvan
LOURDES RAMIREZ MONTALVAN

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, LOURDES RAMIREZ MONTALVAN, to me known to be the person who translated the foregoing instrument. Mrs. Montalvan is personally known to me.

WITNESS my hand and official seal at Miami, Dade County, Florida on this 7th day of June, 1995.

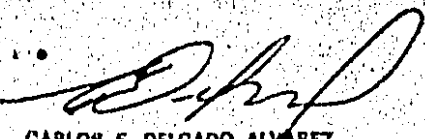
Alina Leiseca
SIGNATURE OF NOTARY PUBLIC, State of Florida

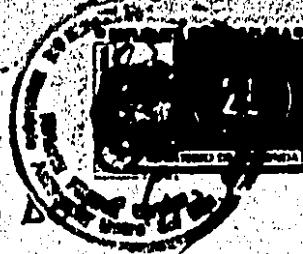
ALINA LEISECA
PRINTED NAME OF NOTARY PUBLIC

Notary Public, State of Florida at Large
My Commission Expires October 22, 1998
Bonded thru Maynard Bonding Agency

NOTARY PUBLIC SERIAL NUMBER

My commission expires:


CARLOS E. DELGADO ALVAREZ
(Abogado) N° 21134

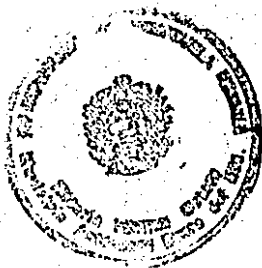


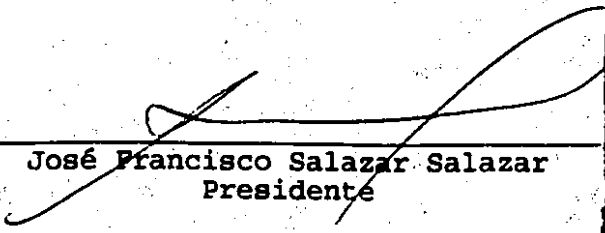
Yo, JOSE FRANCISCO SALAZAR SALAZAR, venezolano, mayor de edad, de este domicilio y titular de la cédula de identidad N°1.448.817, procediendo en mi carácter de Presidente de INTERAMERICANA DE CARGA P.S.M., C.A., certifico:

38/68
PRIMERO: Que mi representada, es una compañía debidamente constituida y existente bajo las leyes de la República de Venezuela, domiciliada en Caracas e inscrita en el Registro Mercantil Primero de la Circunscripción Judicial del Distrito Federal y Estado Miranda en fecha 6 de septiembre de 1991, bajo el N°64, Tomo 112-A Pro.

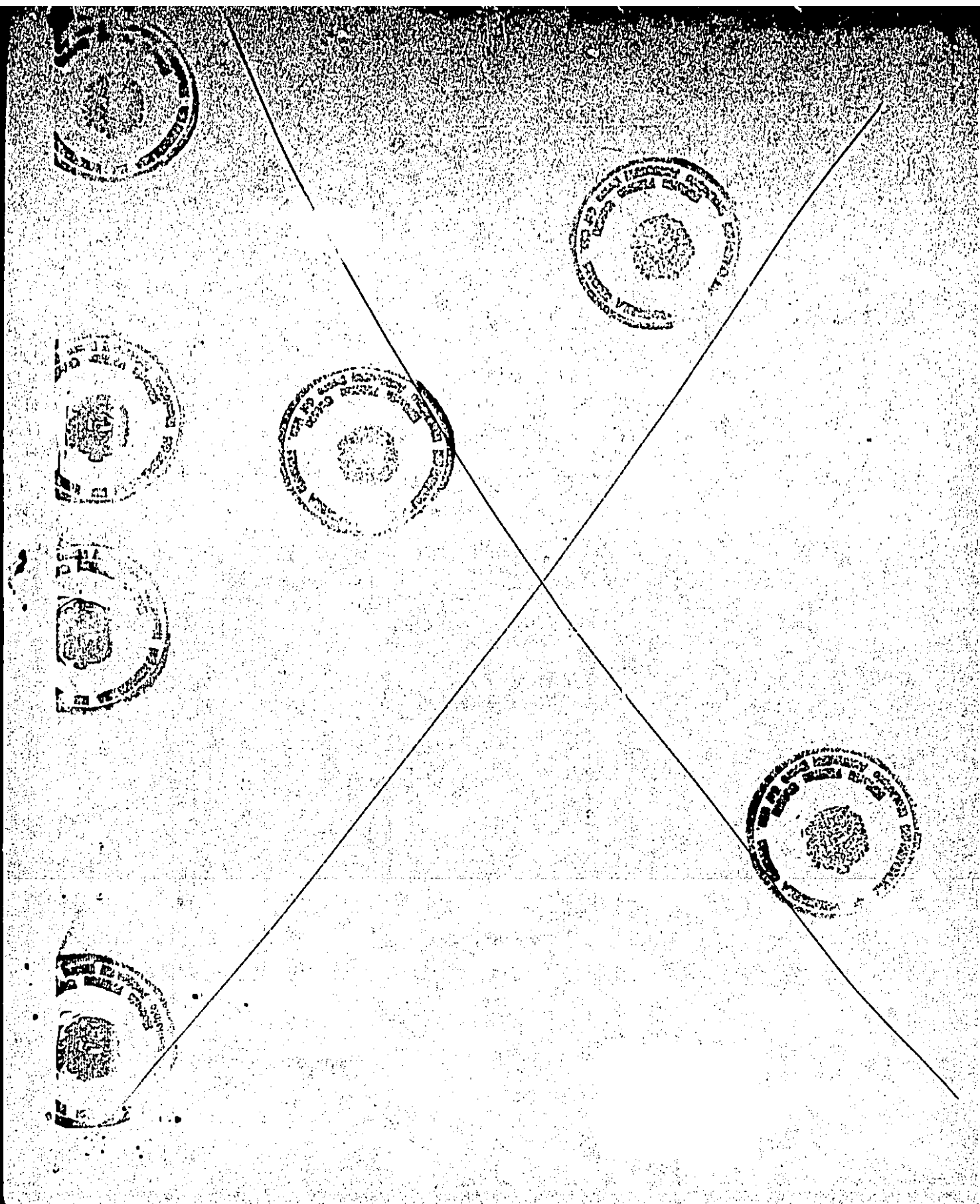
SEGUNDO: Que mi representada está debidamente autorizada y capacitada para desarrollar, sin restricciones, los negocios relativos a su objeto social.

Caracas, a los cinco (5) días del mes de junio de mil novecientos noventa y cinco (1995).




José Francisco Salazar Salazar
Presidente

NOTARIA OCTAVA DEL MUNICIPIO
DIRECCION SUCRE DEL
ESTADO MIRANDA
Matrícula N° 61407
Expediente para el día
5-06-95
Arancel





40 y rccc (113)

REPUBLICA DE VENEZUELA NOTARIA PUBLICA OCTAVA DEL MUNICIPIO CHACAO DEL ES

TADO MIRANDA. EL ROSAL, *Cinco (05) de junio* DE MIL NOVECIE-

TOS NOVENTA Y CINCO. 1852 y 1362 El anterior documento redactado por:

Dr CARLOS E. DELGADO Inscrito en el Inpreabogado N° 21184 fue presen-

tado para su AUTENTICACION Y DEVOLUCION según planilla N° 61407 de fe-

cha: 05/06/95 Presente(s) su(s) Otorgante(s) dijo o dijeron llamarse:

JOSE FRANCISCO SALAZAR SALAZAR.

domiciliado(s) en:

Caraic

de nacionalidad:

Venezolano

de estado civil:

Casado

y titular(es) de la(s) Cédula(s) de Identidad N°(s) *V-1.448.817*

respectivamente. Leído el documento, confrontando con sus fotocopias, en

presencia de el Notario firmaron y expusieron: "SU CONTENIDO ES CIERTO

Y MIA(NUESTRAS) LA(S) FIRMA(S) QUE LO(S) AUTORIZA(N)". El Notario en tal

virtud lo declara legalmente AUTENTICADO en presencia de los testigos:

ALEX MARTINEZ y ANA APONTE titulares de las Cédulas de Identidad

Nos: 6.141.853 y 4.851.068 dejándolo inserto bajo el N° 38

Tomo 68 de los Libros de Autenticaciones llevados en esta Notaría.

E igualmente tuvo a su vista documento de la Cía INTERAMERICANA DE

CARGA P.S.M., C.A., inscrita en el Reg. Mercantil I de esta Circunscrip

ción Judicial, el 06/09/91, bajo el No 64, Tomo 112-A Pro. Para este

acto la Notaría se trasladó a: EL ROSAL

EL NOTARIO

Dr. Eduardo Marciano Guzmán

Notario Público Octavo

Municipio Chacao del Edo. Miranda.

EL OTORGANTE

LOS TESTIGOS