F95000004374

TRANSMITTAL LETTER

8000011581S3S3
-09/11/95--01040--001
*****50.00 *****50.00
800001507920
-06/08/95--01002--015
*****70.00 *****70.00

800001507928
-08/29/95--01112--001
***6001.25 ***6001.25

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: LA GRAN VIA GROUP INC.
(Name of corporation)

W95-11726

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:

ISIDORO LERMAN
(Name of Person)

LERMAN and LERMAN PA
(Firm/Company)

48 E. Flagler St. (penthouse 101)
(Address)

MIAMI, FLORIDA 33131
(City, State and Zip Code)

9/11

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

ISIDORO LERMAN at (305) 373-6541.
(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

January 12, 1995

LA GRAN VIA GROUP INC
C/O LERMAN AND LERMAN PA
48 E FLAGLER ST (PENTHOUSE101)
MIAMI, FL 33131-0000

FEI #: 52-1395392

To Whom-It-May-Concern:

Based upon a comparison of data provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, with our database of foreign corporations which have registered with the Florida Department of State, Division of Corporations, it appears that this corporation may be transacting business in Florida without authority to do so as required by section 607.1501, Florida Statutes. The data received from the Florida Department of Revenue indicates that this entity is currently registered as obligated to file a corporation income tax return with the State of Florida.

Since the corporation conducts sufficient business activities in Florida to warrant its compliance with Florida's revenue laws, despite not having valid authority from the Department of State to transact business, it is incumbent upon the corporation to determine whether and how Florida's law regarding foreign corporations applies to its present situation. For your convenience, you will find enclosed a copy of sections 607.1501 through 607.1532, Florida Statutes.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please complete and submit either the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" or, if the corporation is <u>not</u> required to receive authority to transact business in Florida, the "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation". Return the appropriate form to this office within sixty (60) days to avoid the necessity of further action. If you have any questions regarding this matter, please call (904) 487-6091, or write the Foreign Qualification and Tax Lien Section, P.O.Box 6327, Tallahassee, Florida 32314.

Division of Corporations

Enclosures

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1995

LA GRAN VIA GROUP INC
C/O LERMAN AND LERMAN PA
48 E FLAGLER ST (PENTHOUSE101)
MIAMI, FL 33131-0000

FEI #: 52-1395392

To Whom It May Concern:

The above named corporation was previously notified on January 12, 1995, (copy enclosed) regarding its business activities in Florida and whether or not those activities constitute the transaction of business within the meaning of section 607.1501, Florida Statutes. We have received no written response from the corporation.

The Department of State, Division of Corporations is responsible for administering Chapter 607, Florida Statutes, which governs foreign and domestic profit corporations. It is our responsibility to see that all corporations comply with the provisions in Chapter 607, Florida Statutes. Accordingly, we must have a written response from you as to whether or not the above named corporation is transacting business as provided for in section 607.1501, Florida Statutes. If the corporation is transacting business it must register with our office. If the corporation is not transacting business within the meaning of s.607.1501 F.S., please complete and submit the "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation".

The appropriate forms, relative statutes and filing fee information were previously sent to you. If you need additional information or another form, please contact us at the address indicated below. In the event a response is not received from you within 45 days from the date of this letter, this matter will be transferred to the General Counsel's office of the Department of State for determination of appropriate action.

Tax Lien Section
Division of Corporations

Enclosure

NOT Reconciled
[illegible]

3/28/95.

GENTLEMEN:
WE HEREBY REQUEST AN EXTENSION IN FILING IN BEHALF OF THIS CORPORATION BECAUSE THE PRINCIPALS ARE OUT OF THE COUNTRY UNTIL THE MONTH OF MAY 1995.
your CONSIDERATION WILL BE SINCERELY APPRECIATED.
SINCERELY, ISIDORO LERMAN, FOR THE FIRM.

Division Of Corporations - P.O.BOX 6327 - Tallahassee, Florida 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1995

ISIDORO LERMAN
LERMAN & LERMAN, P.A.
48 E. FLAGLER ST., PENTHOUSE 101
MIAMI, FL 33131

SUBJECT: LA GRAN VIA GROUP INC.
Ref. Number: W95000011726

We have received your document for LA GRAN VIA GROUP INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Section 607.1502(4), Florida Statutes, requires this office to collect a $500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is $6001.25.

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.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the photocopied Minutes you submitted, as they are not the same as the certificate described below.

Please provide an English translation of the corporate name in your cover letter.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 795A00028346

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1995

ISIDORO LERMAN
LERMAN & LERMAN, P.A.
48 E. FLAGLER ST., PENTHOUSE 101
MIAMI, FL 33131

SUBJECT: LA GRAN VIA GROUP INC.
Ref. Number: W95000011726

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for LA GRAN VIA GROUP INC..

The referenced application states that the corporation has transacted business in the State of Florida since June 8, 1995. You were notified by letter dated June 8, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for $6001.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Lee Rivers
Document Examiner   Letter No. 695A00039376

Enclosure

LERMAN & LERMAN, P.A.
ACCOUNTANTS
FLAGLER STATION BUILDING
[illegible]
MIAMI, FLORIDA [illegible]
TELEPHONE [illegible]
FAX [illegible]

[illegible] LERMAN
[illegible] LERMAN

[illegible]

August 24, 1995

Lee Rivers
Document Examiner
Florida Department of State
Tallahassee, Florida

Re: GRAN VIA GROUP OF U.S.A. INC.
LA GRAN VIA GROUP INC.
REF #W950000 11726

Dear Mr. Rivers:

Following our telephone conversation and using as a guideline your letter of June 6, 1995, I am hereby attaching for your consideration and approval the following documents:

1. Resolution by the Board of Directors changing the name for the State of Florida to Gran Via Group of U.S.A. Inc.

2. Form INHSE 37 - Completed as per our Books and Records.

3. Application by Foreign Corporation for authorization to transact business in Florida (re-submitted with new name).

4. An original of the Certification of Existence dated June 12, 1995 (in the limits of the referred 90 days) duly authenticated by the Custodian of Records and sealed as required by the law in Panama.

5. A certified translation which has been notarized.

6. The Minutes previously submitted also with its English translation and signed under oath by the translator.

7. A check in the amount of $6001.25 to clear Annual Report Fees and Penalties.

We believe that we have abided by all the referred documentation and that our client has achieved his legal status as a foreign corporation doing business in the State of Florida.

- continued -

August 24, 1995

Lee Rivera
Document Examiner
Florida Department of State

Re: <u>GRAN VIA GROUP OF U.S.A. INC.</u>
<u>LA GRAN VIA GROUP INC.</u>
<u>REF #W950000 11726</u>

If you may need any other papers or documentation, please feel free to call upon the undersigned.

Your consideration will be sincerely appreciated.

Very truly yours,
LERMAN & LERMAN P.A.

Isidoro Lerman
For the Firm

IL:bak

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1995

GRAN VIA GROUP OF U.S.A. INC.
LERMAN & LERMAN, P.A.
48 E. FLAGLER ST., PENTHOUSE 101
MIAMI, FL 33131

We have received your document for GRAN VIA GROUP OF U.S.A. INC. and your check(s) totaling $6001.25. However, the document has not been filed and is being retained in this office for the following:

The amount due for charter tax is fifty dollars. Also, please provide an English translation of the name of the corporation, as requested in our letter of June 8, 1995.

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: 495A00040305

LERMAN & LERMAN, P.A.
ACCOUNTANTS
FLAGLER STATION BUILDING
[illegible]
MIAMI, FLORIDA [illegible]
TELEPHONE [illegible]
FAX [illegible]

ISIDORO LERMAN
[illegible] LERMAN

ENROLLED TO PRACTICE
BEFORE THE INTERNAL
REVENUE SERVICE

September 5, 1995

Leo Rivers
Document Examiner
Florida Department of State
Division of Corporations.
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gran Via Group of U.S.A. Inc.
La Gran Via Group Inc.
Ref. #W950000 11726

Dear Mr. Rivers:

We acknowledge receipt of your letter of August 29, 1995.

In response to your request, please find enclosed check for $50.00 for the Charter Tax.

The English translation of Gran Via Group of U.S.A. Inc. could be: Wide Avenue Group or Large Avenue Group.

The exact English translation is very difficult because <u>Gran Via</u> can be:

Wide Avenue
Large Avenue
Big Avenue

It is an existing Large Avenue in Madrid, Spain (Europe).

We believe that we have complied with all your requests and that our Legal Status has been achieved.

Your prompt response will be sincerely appreciated.

Very truly yours,
LERMAN & LERMAN P.A.

Isidoro Lerman
For the Firm

MEMO

Dear Mr. Rivera:

We will sincerely appreciate if you can give us a break down of the - $ 6,001.05 payment as how much were fees and how much were penalties.

Sincerely yours,

Isidoro Lerman,
For the Firm

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned SANTOS CHOCRON, do hereby certify that this Resolution of the Board of Directors of LA GRAN VIA GROUP INC, a corporation duly organized and existing under the laws of the State of PANAMA, was duly adopted on AUGUST 21, 1995.

Resolved, that LA GRAN VIA GROUP INC, organized and existing in the State of PANAMA, hereby adopts the name — GRAN VIA GROUP OF USA INC for use in Florida.

Dated: AUGUST 21, 1995.

x ______________________
Signature of at least one director

SANTOS CHOCRON
CHAIRMAN - President

Florida Department of State, Sandra B. Mortham, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

NPV - 100

"VALUE" may by defined in any terms consistent with generally accepted accounting principles.

A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. $ 141,543

B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida $ 7,200.

C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. $ 141,543.

D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. $ 7200.

E. TOTAL of "A" and "B" $ 148,743.

F. TOTAL of "C" and "D" $ 148,743.

G. DIVIDE "F" by "E" $ -0- 1

H. Corporations with par value stock: Multiply "G" and Authorized Shares and their par value. $ N/A

I. Corporations with no par value stock: Multiply "G" by Total Authorized Shares. $ -0- 100

THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION	
Document #	
Corporation Name	
Penalty Paid for year(s)	
Charter tax paid	
AR Fee paid for year(s)	

50.00

INHSE37(2/95)

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: LA GRAN VIA GROUP INC.

1. ~~GRAN VIA GROUP OF U.S.A. INC.~~
(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. Republic of Panama
(State or country under the law of which it is incorporated)

3. USA # 52-1395392
(FEI number, if applicable)

4. February 15, 1984
(Date of Incorporation)

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

6. 3/31/85
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. Gran Via Group of U.S.A. Inc.
48 E. Flagler Str (penthouse 101) Miami, Fla 33131
(Current mailing address)

8. Invesments.
(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: DANYA LINDENFELD

Office Address: 169 E. FLAGLER ST. #1620

Miami, Florida, 33131
(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)

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: SANTOS SIMON CHOCRON

Address: Caracas, Venezuela

Vice Chairman: Abraham Chocron Lindenfeld

Address: Caracas, Venezuela

Director: Violeta Lindenfeld de Chocron

Address: Caracas, Venezuela

Director: Mendel Meir Chocron Lindenfeld.

Address: Caracas, Venezuela.

B. OFFICERS

President: SANTOS SIMON CHOCRON.

Address: CARACAS, Venezuela

Vice President: Abraham CHOCRON LINDENFELD.

Address: CARACAS, Venezuela.

Secretary: Viollete LINDENFELD DE CHOCRON

Address: CARACAS, Venezuela.

Treasurer: Mendel Meir CHOCRON LINDENFELD.

Address: CARACAS, Venezuela.

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

0301 PAG- 1

LA DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD- 1687

12/06/1995

C E R T I F I C A-

--------------------------- QUE LA SOCIEDAD - ---------------------------

LA GRAN VIA GROUP INC.

SE ENCUENTRA REGISTRADA EN LA FICHA- **125845** ROLLO- **12712** IMAGEN- **71**
DESDE EL VEINTIDOS DE FEBRERO DE MIL NOVECIENTOS OCHENTA Y CUATRO,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE
QUE SUS DIRECTORES SON-
1 - SANTOS SIMON CHOCRON CHOCRON
2 - ELIZABETH DE LINDENFELD
3 - JOSIF LINDENFELD
QUE SUS DIGNATARIOS SON-

PRESIDENTE	- SANTOS SIMON CHOCRON CHOCRON
VICE-PRESIDENTE	- ABRAHAM CHOCRON LINDENFELD
TESORERO	- MENDEL MEIR CHOCRON LINDENFELD
SECRETARIO	- VIOLETA LINDENFELD DE CHOCRON
VICE-SECRETARIO	- ISAAC ALEJANDRO CHOCRON LINDENFELD

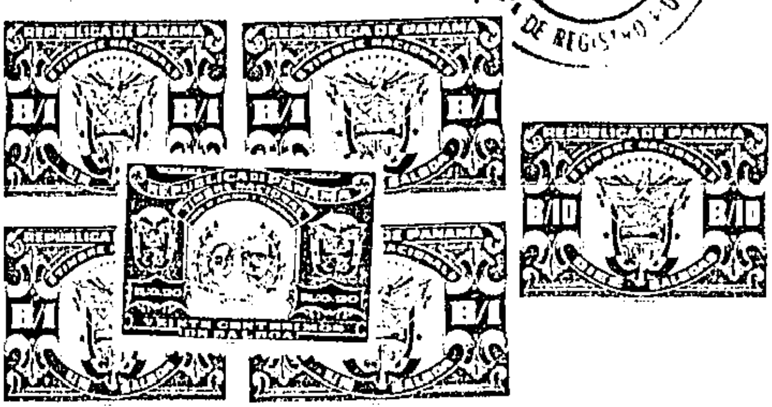
QUE LA REPRESENTACION LEGAL LA EJERCERA-
EL PRESIDENTE Y EN SU DEFECTO O AUSENCIA POR ENFERMEDAD U OTRA RAZON LO SERA EL TESORERO Y EN AUSENCIA DE ESTE EL SECRETARIO.
QUE SU AGENTE RESIDENTE ES- DIXIANA CANDANEDO
QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL DIECISEIS DE JUNIO DE MIL NOVECIENTOS NOVENTA Y CINCO , A LAS 10-51-32.3 A.M.

NOTA- ESTA CERTIFICACION NO ES VALIDA SI NO LLEVA ADHERIDOS LOS TIMBRES CORRESPONDIENTES.-

República de Panamá ★ OFICINA DE REGISTRO PUBLICO ★

ALVARO M. ACHURRA Q.
CERTIFICADOR



THE GENERAL DIRECTOR OF THE PUBLIC REGISTER

IN VIEW OF THE REQUEST - 1687

JUNE 12, 1995

CERTIFIES

---------------------------- THAT THE COMPANY ------------------

LA GRAN VIA GROUP INC.

IS REGISTERED IN THE MICROFICHE #125845 - REEL 12712 - FRAME 71 FROM THE TWENTY-SECOND OF FEBRUARY OF ONE THOUSAND NINE HUNDRED AND EIGHTY-FOUR.

THAT THE COMPANY IS ACTIVE

THAT THEIR DIRECTORS ARE
1 - SANTOS SIMON CHOCRON CHOCRON
2 - ELIZABETH DE LINDENFELD
3 - JOSIF LINDENFELD

THAT THEIR OFFICERS ARE

PRESIDENT	- SANTOS SIMON CHOCRON CHOCRON
VICE-PRESIDENT	- ABRAHAM CHOCRON LINDENFELD
SECRETARY	- VIOLETA LINDENFELD DE CHOCRON
VICE-PRESIDENT	- ISAAC ALEJANDRO CHOCRON DE CHOCRON

THAT THE LEGAL REPRESENTATION WILL BE EXERCISED BY: THE PRESIDENT AND IF NOT ABLE OR ABSENT BY ILLNESS OR ANY OTHER REASON BY THE TREASURER AND IN THE ABSENCE OF THE TREASURER BY THE SECRETARY.

THAT THEIR RESIDENT AGENT IS DIXIANA CANDANEDO AND THAT HER DOMICILE IS PANAMA.

GIVEN AND SIGNED IN THE CITY OF PANAMA, THE SIXTEENTH OF JUNE OF ONE THOUSAND NINE HUNDRED NINETY-FIVE. AT 10-5-32.3 A.M.

NOTE - THIS CERTIFICATION IS NOT VALID IF IT DOES NOT HAVE AFFIXED THE CORRESPONDED STAMPS

ALVARO M. ACHUERA Q.
CERTIFIER

THE UNDERSIGNED, ISIDORO LERMAN, A CUBAN LAWYER AND NOW A PRACTICING ACCOUNTANT AND AN ENROLLED AGENT WITH THE INTERNAL REVENUE SERVICE DOES HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ATTACHED ORIGINAL.

ISIDORO LERMAN - IRS CARD #93-03915
MIAMI, FLORIDA - AUGUST 23, 1995

8/24/95

ISIDORO LERMAN DATE

SWORN AND SIGNED BEFORE ME THIS 24th DAY OF AUGUST 1995.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
RENE I. MARQUEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. [illegible]
MY COMMISSION EXP. SEPT 7,1997

REPUBLIC OF PANAMA

Province of Panama

TENTH NOTARY PUBLIC OF THE CIRCUIT

LIC. NOEMI MORENO ALBA

PUBLIC NOTARY

50th. Street and Elvira Mendez El Ejecutivo Building

Telephone 23-9423
FAX 23-9429

P. O. Box 6639-Z5
Panama, Republic of Panama

COPY
INSTRUMENT Nº 7,468 of July 12, 1993

WHEREBY it is notarized the Minutes of a General Meeting held on June 28, 1993 by the Shareholders and the Board of Directors of the Corporation known as LA GRAN VIA GROUP INC.

RESOLUCION No. 268 DEL 1º DE MARZO, 1979
JOHN C. CHENG
CEDULA PE-1-33
República de Panamá

PUBLIC INSTRUMENT NUMBER SEVEN THOUSAND FOUR HUNDRED AND SIXTY EIGHT - 7,468 -

----

Whereby it is notarized the Minutes of a General Meeting held on June 28, 1993 by the Shareholders and the Board of Directors of the Corporation known as LA GRAN VIA GROUP INC.

Panama, July 12, 1993

In the City of Panama, Capital of the Republic and Seat of the Notary Circuit of the same name, on the twenty twelfth (12th) day of the month of July of the year one thousand nine hundred and ninety three (1993), before me, NOEMI MORENO ALBA, Tenth Notary Public of the Circuit of Panama holder of personal identity card number seven - thirty seven - seventy eight (7-37-78), appeared personally DIXIANA CANDANEDO, female of age, single, practicing lawyer, Panamanian, resident of this City, with personal identification card number four - one hundred and thirteen - two hundred and five (4-113-205), to me known as Resident Agent in Panama of the Corporation LA GRAN VIA GROUP INC., corporation duly registered at the Public Registry on Microfiche one two five eight four five (125845), Reel one two seven one two (12712), Frame zero zero seven one (0071), and requested me to make record on this Public Instrument, the Minutes of a Meeting held on the twenty eighth (28th) day of June of nineteen ninety three (1993) by the Shareholders and the Board of Directors of the said Corporation. -------- These Minutes were written by the Attorney DIXIANA CANDANEDO. -------- Upon completion of this notarization, the corresponding copies shall be issued to the interested parties. -------- This Instrument has been read to the parties appearing before me in the presence of the attesting witnesses, Servilio De Gracia, with personal identity number eight - one hundred and thirty three - sixty seven (8-133-67) and Juana Alvarez de Lara, with personal identity number eight - one hundred and seventy one - seven hundred and eighteen (8-171-718), both of legal age, residents of this City, to me known and are qualified to discharge the duty, they found it to be correct, approved it and we all signed it as a matter of record, before me, as to all of which I attest. This Instrument bears the number seven thousand four hundred and sixty eight ------------------ 7468 --------------------------
------ DIXIANA CANDANEDO ---- SERVILIO DE GRACIA ------ JUANA A. DE LARA -----
------------- NOEMI MORENO ALBA, Tenth Notary Public. -----------------------

----

-------------------------- LA GRAN VIA GROUP INC. ---------------------------

----------- GENERAL MEETING OF SHAREHOLDERS AND BOARD OF DIRECTORS -----------

In the City of Caracas, being 3:00 P.M. of June 28, 1993, at the local of the Corporation LA GRAN VIA GROUP INC., were met at an Extraordinary General Meeting of Shareholders the only shareholder and President, SANTOS SIMON CHOCRON CHOCRON, and the other members of the Board of Directors prior to waive of previous notice: Elizabeth de Lindenfeld, Vice President, Josif Lindenfeld; Treasurer, Isaac Alejandro Chocron Lindenfeld, Second Vice Secretary; Violeta Lindenfeld de Chocron, Secretary, and Abraham Chocron Lindenfeld, First Vice Secretary. --- The President and the Secretary certify that there were present all the shareholders and members of the Board of Directors in order to agree on the following: ----- ONLY.- To accept the irrevocable resignation tabled to the Meeting by Mr. Josif Lindenfeld, the Treasurer and by Mrs. Elizabeth de Lindenfeld, the Vice President. -- The Meeting unanimously accepted the resignations presented by Mr. Josif Lindenfeld and Mrs. Elizabeth de Lindenfeld, and reestructing the Board of Directors which will be formed by the following members: ---

President ----------------- Santos Simon Chocron Chocron -------------------
Vice President ------------ Abraham Chocron Lindenfeld ---------------------
Treasurer ----------------- Mendel Meir Chocron Lindenfeld -----------------
Secretary ----------------- Violeta Lindenfeld de Chocron ------------------
First Vice Secretary ------ Isaac Alejandro Chocron Lindenfeld -------------

All the other members of the Board of Directors mentioned above, acting individually, that is, by themselves, and only with their signatures can exercise all the faculties of the Board of Directors included in the Eighteenth Clause "Special Powers" for the Instrument of Incorporation. There being no other business to be considered, the Meeting was terminated with the signatures of all the assisting parties. (signed) --

Santos Simon Chocron Chocron, Elizabeth de Lindenfeld, Josif Lindenfeld, Mendel Meir Chocron Lindenfeld, Violeta Lindenfeld de Chocron, Abraham Chocron Lindenfeld, Isaac Alejandro Chocron Lindenfeld. -----------------

RESOLUCION
No. 265 DEL
1º DE MARZO, 1979
JOHN C. CHENG
CEDULA PE-1-33

We certify that the above Minutes are a true copy from the Meeting Register of the company La Gran Via Inc., held on June 28, 1993 ---------------------------
(signed) Santos Simon Chocron Chocron - President ---------------------------
(signed) Violeta Lindenfeld de Chocron - Secretary ---------------------------
Faithful to its original this copy that I issue, seal and sign in the City of Panama, Republic of Panama, on the twelfth (12th) day of the month of June of the year one thousand nine hundred ninety three (1993). ---------------------

NOEMI MORENO ALBA
TENTH NOTARY PUBLIC (SEAL)

(SIGNED)

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(signed)

Chief of the Journal
(signed)

(SEAL)

BE IT RECORDED
(Signed)
Chief of the Department

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John C. Cheng
Personal Identification Card Nº PE-1-33

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CEDULA PE-1-33
República de Panamá
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Panama, August 11, 1993

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222

REPUBLICA DE PANAMA
PROVINCIA DE PANAMA

NOTARIA DECIMA DEL CIRCUITO

125845

LCDA. NOEMI MORENO ALBA

NOTARIA

Calle 50 y Elvira Méndez Edif. El Ejecutivo

Teléfono: 23-9423
Fax: 23-9429

Apartado 6639-Z5
Panamá, Rep. de Panamá

COPIA
ESCRITURA No. 7468 **DE** 12 **DE** Julio **DE 19** 93.

Por la Cual se protocoliza el Acta de Una Reunión General celebrada el día 28 de Junio de 1993, por los Accionistas y Junta Directiva de la sociedad anónima denominada LA GRAN VIA GROUP INC.

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Ministerio de Hacienda y Tesoro

PAPEL NOTARIAL

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LEY No. 36 de 1974

DECRETO EJECUTIVO No. 69 de 1974

ESCRITURA PUBLICA SIETE MIL CUATROCIENTOS SESENTA Y OCHO ------

=====================================-7468-=====================================

Por la cual se protocoliza el Acta de Una Reunión General celebrada el día 28 de Junio de 1993, por los Accionistas y Junta Directiva de la sociedad anónima denominada LA GRAN VIA GROUP INC.

Panamá, Julio 12 de 1993.

En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los doce (12) días del mes de Julio del año de mil novecientos noventa y tres (1993), ante mí, NOEMI MORENO ALBA, Notario Público Décimo del Circuito de Panamá, con cédula de identidad personal número siete-treinta y siete - setenta y'ocho (7-37-78), compareció personalmente la Licenciada DIXIANA CANDANEDO, muje, mayor de edad, soltera, Abogada en Ejercicio, panameña, vecina de esta ciudad, con cédula de identidad personal número cuatro-ciento trece-doscientos cinco (4-113-205), a quien conozco en su calidad de Agente Residente en Panamá de la sociedad anónima denominada LA GRAN VIA GROUP INC., sociedad debidamene inscrita en el Registro Público de Panamá, a la ficha uno dos cinco ocho cuatro cinco (125845), Rollo uno dos siete uno dos (12712), Imágen cero cero siete uno (0071), y me presentó para su protocolización en esta escritura pública, el Acta de Una Reunión celebrada el día veintiocho (28) de Junio de mil novecientos noventa y tres (1993), por los Accionistas y Junta Directiva de la expresada sociedad. ----------

Esta minuta ha sido elaborada por la Abogada DIXIANA CANDANEDO.-

-----Queda hecha la protocolización solicitada y se expedirán las copias que soliciten los interesados.---------- Leida como les fué esta escritura a los comparecientes en presencia de los

E-92- 601887

testigos instrumentales, señores Servilio De Gracia, con cédula de identidad personal número ocho- ciento treinta y tres - sesenta y siete (8-133-67), y Juana Alvarez de Lara, con cédula de identidad personal número ocho - ciento setenta y uno - setecientos diez y ocho (8-171-718), mayores de edad, vecinos de esta ciudad, a quienes conozco y son hábiles, la encontraron conforme, le impartieron su aprobación y firmamos todos para constancia por ante mí, que doy fé. ---- Esta escritura lleva el número siete mil cuatrocientos sesenta y ocho ---- 7,468 ------- DIXIANA CANDANEDO ---- SERVILIO DE GRACIA ---- JUANA A. DE LARA --- NOEMI MORENO ALBA, Notario Público Décimo.-----------------

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------------------ LA GRAN VIA GROUP INC. --------------------

- ACTA DE UNA REUNION GENERAL DE ACCIONISTAS Y JUNTA DIRECTIVA -

-En la Ciudad de Caracas, siendo las 3:00 PM del día 28 de Junio de 1993, en el local de la compañía LA GRAN VIA GROUP INC., se reunen en asamblea general extraordinaria, el único accionistas y Presidente SANTOS SIMON CHOCRON CHOCRON, y demás miembros de la Junta Directiva previa renuncia a la convocatoria: Elizabeth de Lindenfeld, Vice-presidente, Josif Lindenfeld; Tesorero, Isaac Alejandro Chocrón Lindenfeld, 2do. Vice-Secretario; Violeta Lindenfeld de Chocrón, Secretaria, y Abraham Chocrón Lindenfeld, 1er. Vice-Secretario. ---- El Presidente y la Secretaria certifican que se encontraban todos los accionistas y demás miembros de la Junta Directiva presente, con la finalidad de acordar lo siguiente: ------- Unico: Aceptar la renuncia irrevocable que presentan a la asamblea el Sr. Josif Lindenfeld; Tesorero, y la señora Elizabeth de Lindenfeld, Vice-presidente. ----- La Asamblea por unanimidad acuerda aceptar la renuncia que presentan a la asamblea el Sr. Josif Lindenfeld y la señora Elizabeth de Lindenfeld, reestructurando la Junta Directiva que queda formada por los siguientes miembros: --

Presidente ----------- Santos Simón Chocrón Chocrón -----------

Vice-presidente ------ Abraham Chocrón Lindenfeld -------------

Tesorero ------------- Mendel Meir Chocrón Lindenfeld ---------

Secretario ----------- Violeta Lindenfeld de Chocrón ----------

1er Vice-secretario -- Isaac Alejandro Chocrón Lindenfeld ------

Todos los miembros de la Junta Directiva relacionados anteriormente, actuando individualmente o sea, por si solos, y con su única firma, podrán ejercer todas las facultades de la Junta Directiva que figuran en la cláusula décima octava "Poderes Especiales" de la escritura pública constitutiva. ------- Y no habiendo otro asunto que tratar se da por terminada la asamblea, firmándose la presente por todos los asistentes - (firmados) Santos Simon Chocron Chocron, Elizabeth de Lindenfeld, Josif Lindenfeld, Mendel Meir Chocrón Lindenfeld, Violeta Lindenfeld de Chocrón, Abraham Chocrón Lindenfeld, Isaac Alejandro Chocrón Lindenfeld. --

Certificamos que la anterior acta es copia fiel del libro de asambleas de la compañía La Gran Via Group Inc., celebrada el 28 de junio de 1993. --

(fdo.) Santos Simón Chocrón Chocrón - Presidente ------------

(fdo.) Violeta Lindenfeld de Chocrón - Secretario ------------

--------------- Concuerda con sus originales esta primera copia que expido, sello y firmo en la Ciudad de Panamá, República de Panamá, a los doce (12) días del mes de Julio del año de mil novecientos noventa y tres (1993). Noemí Moreno Alba

NOEMI MORENO ALBA
Notario Público Décimo

REPUBLICA DE PANAMA
NOTARIA DECIMA DEL CIRCUITO

E-92-

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