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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED
FEB 10 1988
FEB 10 1988

SUBJECT: THE COMMONWEALTH GROUP, LTD.
(Name of corporation - must include suffix)

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:

PAUL D. DE STEFANIS
(Name of Person)

THE COMMONWEALTH GROUP, LTD
(Firm/Company)

1 ALHAMBRA PLAZA # 620
(Address)

CORAL GABLES FL
(City/State/Zip)

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

PAUL D. DE STEFANIS at (305) 446-0591
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

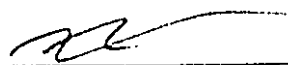
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned HOWARD M. GLICKER, do hereby certify
that this Resolution of the Board of Directors of COMMONWEALTH GROUP LTD.,
a corporation duly organized and existing under the laws of the State of DISTRICT OF COLUMBIA,
was duly adopted on 10-30, 19 95.

Resolved, that THE COMMONWEALTH GROUP LTD, organized
and existing in the State of DISTRICT OF COLUMBIA, hereby adopts the
name COMMONWEALTH OF LATIN AMERICA, INC. for use in Florida.

Dated: 10-30-95



Signature of at least one director

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:

- THE COMMONWEALTH GROUP, LTD. DOING BUSINESS AS
1. COMMONWEALTH OF LATIN AMERICA 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. DISTRICT OF COLUMBIA 3. 04-3163688
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7-9-92 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")
6. 11-1-1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. ONE ALHAMBRA PLAZA #620
CORAL GABLES, FL 33134
(Current mailing address)
8. BUSINESS CONSULTANT
(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: (P.O. Box or Mail Drop Box NOT
acceptable)
Name: PAUL DESTEFANTS
Office Address: 1 ALHAMBRA PLAZA #620
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.
Paul Destefants
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: HOWARD M. GILKEN
Address: ONE HAMAMARA PLAZA, #620 CORAL GABLES, FL 33134
Vice Chairman: CHRIS CUSHING
Address: ONE MASSACHUSETTS AVE. 11TH FLOOR
WASHINGTON D.C. 20001
Director: BOB CROWE
Address: ONE BEACON ST. 30TH FLOOR
BOSTON MASSACHUSETTS 02108
Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: HOWARD M. GILKEN
Address: "SAME"
Vice President: CHRIS CUSHING
Address: "SAME"
Secretary: BOB CROWE
Address: "SAME"
Treasurer: PAUL VESTERFANTS
Address: ONE HAMAMARA PLAZA #620, CORAL GABLES, FL 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. PAUL VESTERFANTS TREAS. / CFO.
(Typed or printed name and capacity of person signing application)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the *20th* day of *July*, *1992*, Articles of Incorporation of:

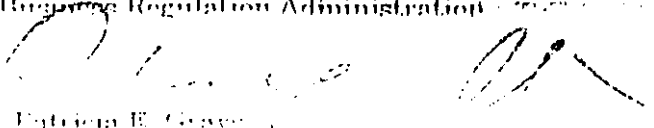
THE COMMONWEALTH GROUP, LTD.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this *23rd* day of *October* *1995*

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration


Patricia E. Geyer
Acting Superintendent of Corporations
Corporations Division

Morton R. Berry, Jr.
Mayor