

F96000003111

TRANSMITTAL LETTER RECEIVED

96 MAY 22 PM 12: 07

TO: Qualification/Tax Lien Section
Division of Corporations

DIVISION OF CORPORATION

SUBJECT: VIMENCA, S.A.
(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:

GILDA G. GALLARDO 400001870764
(Name of Person) -06/26/96--01113--005
****131.25 ****131.25

VIMENCA, S.A.
(Firm/Company)

8404 NW 70 STREET
(Address)

MIAMI, FL 33166 WFLA 10966
(City/State/Zip)

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

GILDA G. GALLARDO at (305) 994-1434
(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

HC 4/20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 20 AM 8:44



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 22, 1996

GILDA G. GALLARDO
VIMENCA, S.A.
8404 NW 70TH ST
MIAMI, FL 33166

SUBJECT: VIMENCA, S.A.
Ref. Number: W96000010966

We have received your document for VIMENCA, S.A. and your check(s) totaling \$131.25. 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. *No Translation*

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 996A00025593

**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. VIMENCA, 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. DOMINICAN REPUBLIC
(State or country under the law of which it is incorporated)
3. N/A
(FBI number, if applicable)
4. JANUARY 11, 1993
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 8404 NW 70 STREET
MIAMI, FL 33166
(Current mailing address)
8. TO TRANSACT ANY LAWFUL BUSINESS IN FLORIDA.
(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: GILDA G. GALLARDO

Office Address: 8404 NW 70 STREET
MIAMI, Florida, 33166
(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.

Gilda G. Gallardo
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 20 AM 8:44

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

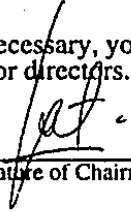
Secretary: LUIS MANUEL CASTILLO CORREA

Address: AV. ABRAHAM LINCOLN --# 306

Treasurer: _____

Address: _____

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)

14. LUIS MANUEL CASTILLO CORREA , SECRETARY
(Typed or printed name and capacity of person signing application)

BUFETE DE NINA
FUNDADO POR EL LIC. FEDERICO NINA NIJO
ABOGADOS Y NOTARIA

LOPE DE VEGA No. 55 2da. PL.
TELEFONOS 566-1618 Y 566-8808
SANTO DOMINGO.

RAFAEL DELICNE 32
FAX No. 528-7120
TELEFONOS 529-3552 Y 529-7575
SAN PEDRO DE MACORIS.

REPUBLICA DOMINICANA

DECLARACION JURADA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

El suscriptor, LUIS MANUEL CASTILLO CORREA, mayor de edad, casado, empleado privado, con cedula de identidad y electoral No. 001-0549635-0, domiciliado y residente en esta ciudad de Santo Domingo, en su calidad de SECRETARIO ad-hoc, del Consejo de Administracion de VIMENCA, S. A., declara bajo la fe del juramento, que la razon social VIMENCA, S. A., es una Compañia organizada de acuerdo con las leyes de la Republica Dominicana, con su domicilio y asiento social en la avenida Abraham Lincoln 308, de esta ciudad, que dicha compañía tiene por objeto la representacion de firmas extranjeras, comerciales y de otra naturaleza, servir como corresponsales o agentes, en la Republica Dominicana, prestar asesoramiento y ofrecer servicios relativos a su objeto principal, con un Capital Autorizado de QUINIENTOS MIL PESOS ORO DOMINICANOS (RD\$500,000.00), y Suscrito y Pagado de TRESCIENTOS MIL PESOS ORO DOMINICANOS (RD\$300,000.00).-

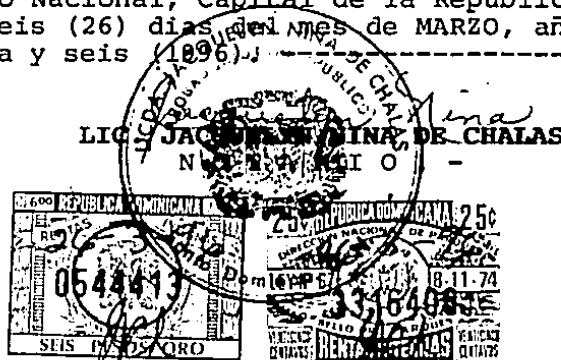
Y para que así conste, lo firma, libre y voluntariamente, ante la Notario que legaliza, a los veintiseis (26) dias del mes de MARZO, año de mil novecientos noventa y seis (1996), en la ciudad de Santo Domingo, Distrito Nacional, Republica Dominicana.

LUIS MANUEL CASTILLO CORREA

JNC/rn.

LEGALIZACION NOTARIAL

YO, LIC. JACQUELYN NINA DE CHALAS, Abogado-Notario Publico de los del Numero del Distrito Nacional, CERTIFICO Y DOY FE de que por ante mi comparecio el señor LUIS MANUEL CASTILLO CORREA, cuyas generales constan, y me ha declarado que comparece para suscribir el documento que antecede, lo cual ha hecho en mi presencia, libre y voluntariamente, con su puño y letra, en la forma que acostumbra a hacerlo; y puesto que lo ha hecho en mi presencia, a la misma debe atribuirsele entera fe y credito. EN SANTO DOMINGO, Distrito Nacional, Capital de la Republica Dominicana, a los veintiseis (26) dias del mes de MARZO, año de mil novecientos noventa y seis (1996).





REPUBLICA DOMINICANA
PROCURADURIA GENERAL DE LA REPUBLICA
CERTIFICO: que la firma que aparece al pie del presente
documento es la que acostumbra a usar para los fines de
sus funciones el [Firma]
de acuerdo con los registros de esta Procuraduría General
Santo Domingo, D. N. [Firma]

MANCY PRITCHARD CHETLAS
Secretaria Jefe de la Procuraduría
Genl. de la República



REPUBLICA DOMINICANA
SECRETARIA DE ESTADO DE RELACIONES EXTERIORES
CERTIFICO que la firma que aparece al pie de este documento
es del Sr. [Firma]
Sec. [Firma]
así como acostumbra a usar en todos sus actos y fe y
de buena fe y crédito.
D. N. [Firma]

ANGEL S. PEREZ SAVIÑON
Capitán, E. N.
Asistente del Embajador Enc. Dpto. Consular

The following two pages have printed matter on both sides. These [pages] (total of 04 four) photographic images are all from a single long sheet of paper. Camera operator had to cut the document as it was too long to be filmed as a single item.

Me 07/01/96

NOTARY LEGALIZATION

I, LIC. JACQUELYN NINA DE CHALAS, Lawyer, Public-Notary of this National District, **CERTIFY AND GIVE FAITH** that before me appeared Mr. LUIS MANUEL CASTILLO CORREA, whose data appears on the preceding document, and has declared that appears to sign this document, which he has done in my presence, freely and voluntarily, in the way he usually does, and since it has been done in my presence, to same must be offered entire faith and credit. -----

IN SANTO DOMINGO, National District, Capital of the Dominican Republic, this twenty-sixth (26) day of MARCH, year nineteen hundred and ninety-six (1996). -----

SIGNED : LIC. JACQUELYN NINA DE CHALAS
AND SEALED . NOTARY . -

Internal Revenue stamps Nos.

TRANSLATED, at the request of an interested party, in Santo Domingo, National District, Capital of the Dominican Republic, this twenty-ninth (29) day of the month of APRIL, year nineteen hundred and ninety-six (1996).

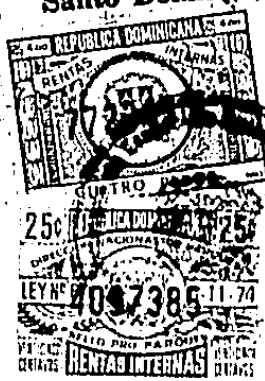
[Signature]
RAQUEL E. INES M. M.
Judicial Interpreter.

Internal Revenue stamps
Nos. RD\$ 1.00 2584993
0.25 3767856

RN/.



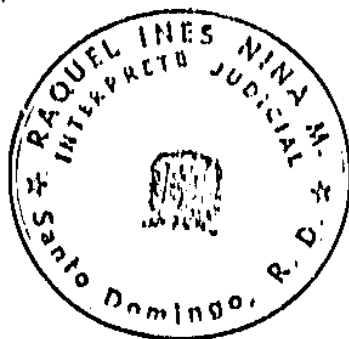
PROCURADOR GENERAL DE LA REPUBLICA
CERTIFICO: que la copia del presente documento es la que se encuentra en sus funciones el *[Signature]*
de acuerdo con los registros de esta Procuraduría General
Santo Domingo, D. N. *[Signature]*



REPUBLICA DOMINICANA
SECRETARIA DE ESTADO DE RELACIONES EXTERIORES
CERTIFICO: que la copia del presente documento es la que se encuentra en sus funciones el *[Signature]*
del Sr. *[Signature]*
Asimismo que acostumbra a usar en todos sus actos y el cual me he enterado lo y crédito.

[Signature]
NANCY PRESINAL CHALAS
Secretaria Auxiliar de la Procuraduría
Gen. de la República

[Signature]
ANGEL S. PEREZ SAVINON
Capitán, E. N.
Asistente del Embajador Enc. Dpto. Consular



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 20 AM 8:45

Raquel Ines Nina M.

INTERPRETE JUDICIAL del Juzgado de Primera Instancia del Distrito Nacional, debidamente juramentado para el ejercicio legal de su cargo;

CERTIFICO: que he procedido a la traducción de un documento escrito en idioma

ESPAÑOL

, cuya versión al INGLES

según el criterio del suscrito, es el siguiente:

"

BUFETE DE NINA

Lawyers & Notaries

SAN PEDRO DE MACORIS, D. R.

SANTO DOMINGO, D. R.

AFFIDAVIT

The undersigned, **LUIS MANUEL CASTILLO CORREA**, dominican, of age, married, private employee, with I. D. No. 001-0549635-0, domiciliated and resident in this city of Santo Domingo, in his quality of SECRETARY, ad-hoc, of the Board of Directors of **VIMENCA, S. A.**, declares under oath, that **VIMENCA, S. A.**, is a corporation organized under the Laws of the Dominican Republic, with offices at 308 Abraham Lincoln avenue, in this city; that said corporation has as main object the representation of foreign companies, commercial or of any other nature, to serve as Agents in the Dominican Republic, offer assistance of counsel and services related to its principal object, with an Authorized Capital of FIVE HUNDRED THOUSANDS DOMINICAN PESOS (RD\$500,000.00) and Paid Capital in the amount of THREE HUNDRED THOUSANDS DOMINICAN PESOS (RD\$300,000.00).

And to make it evident, it is signed, freely and voluntarilly, before the Notary who legalizes, this twenty-sixth (26) day of the month of MARCH, year nineteen hundred and ninety-six (1996), in the city of Santo Domingo, National District, Dominican Republic.

SIGNED AND SEALED : **LUIS MANUEL CASTILLO CORREA**

JNC/rn.

NOTARY LEGALIZATION - - - see over