

F96000005068

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001962529
-10/02/96--01027--001
*****70.00 *****70.00

SUBJECT:

~~Rojas & Vogel, Inc.~~
(Name of corporation - must include suffix)

Jose Agustin Rojas-Fabres y otros
Jose Agustin Rojas-Fabres & Others

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:

Demetrio J. Garcia

(Name of Person)

Rojas & Vogel, Inc.

(Firm/Company)

4450 N.W. 79th Avenue, Suite 2-D

(Address)

Miami, FL 33166

(City, State and Zip Code)

96 OCT -2 AM 10:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mm

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

Demetrio J. Garcia

(Name of Person)

nt (305) 639 - 3475

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 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. ~~Rojas & Vogel, Inc.~~ Jose Antonio Rojas Fabres y Otro, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of
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. Chile 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. Garcia Moreno #846
Santiago, Chile
(Current mailing address)

8. Financial Consultation, Financial Investment
(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: Demetrio J. Garcia

Office Address: 4450 N.W. 79th Avenue, Suite 2-D

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.

Demetrio J. Garcia
(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.

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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: Jose Agustin Rojas-Fabres

Address: Garcia Moreno #846
Santiago, Chile

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jose Agustin Rojas-Fabres

Address: Garcia Moreno #846
Santiago, Chile

Vice President: _____

Address: _____

Secretary: Werner Egon Moritz Vogel-Bourckhardt

Address: Garcia Moreno #846
Santiago, Chile

Treasurer: Werner Egon Moritz Vogel-Bourckhardt

Address: Garcia Moreno #846, Santiago, Chile

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. Jose Agustin Rojas-Fabres, Chairman & President
(Typed or printed name and capacity of person signing application)

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FACTUAL PARTNERSHIP

Appearing: Mr. Jose Agustin Rojas Fabres, chilean, married, electronic civil engineer, national identification number four million eight hundred thirty five thousand four hundred seven dash six, and Mr. Werner Egon Montiz Vogel Bourckhardt, chilean, married, civil engineer, national identification number one million seven hundred ninety five thousand two hundred forty nine dash eight, both residing at Garcia Moreno street number eight hundred forty six, Comuna de Nunoa, Santiago, and state, that they have agreed in the signing of the following contract of factual partnership.

FIRST: The objective of the partnership will be to evaluate, analyze and effect financial and trade operations in general.

SECOND: The legal name will be 'JOSE AGUSTIN ROJAS FABRES Y OTRO'.

THIRD: The administration and the use of the legal name of the partnership will belong to both partners in a joint form.

FOURTH: The capital investment of the partnership will be the sum of two million pesos which both partners are contributing in equal shares of one million pesos each in cash which has been deposited into their account.

FIFTH: The profits and eventual losses that may happen will be splitted in equal shares between the two partners

SIXTH: The partnership will begin operations effective this date for two years, renewable automatically, successively for equal periods, provided neither one of the partners expresses his willingness to put an end to it at the end of the current period through certified letter sent to the residence of the other partner no less than 90 days in advance.

SEVENTH: The partnership will have as address Garcia Moreno street, number eight hundred forty six, Nunoa, Santiago. June 4, 1996.

Legible signature of one of the partners (Jose Agustin Rojas Fabres)
ID No. 4-835 407-6

Legible signature of one of the partners (Werner Econ Montiz Vogel Burckhardt)
ID No. 1.795,249-8

Legalized at the Ministry of Foreign Relations of Chile
Signature of Mr. Manuel Verdejo M.
Legalizing Officer 12 Sep 1996

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96 OCT-2 AM 10:25

OCT-01-1996 '17156'

P. 01

I AUTHORIZED THE SIGNATURES OF MR. JOSE AGUSTIN ROJAS FABRES, identification No. 4, 835.407-6 National, and Mr. WERNER ECON MORTIZ VOGUEL BURCKHARDT, identification No. 1.795.249-8 National, persons signing on the date of issuance.

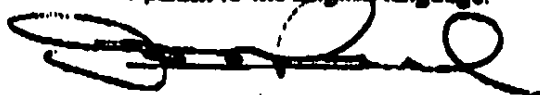
Signed and stamped: Gaspar Cuejo - Public Notary

I CERTIFY THAT THIS COPY CONFORMS WITH THE DOCUMENT PRESENTED AND RETURNED TO THE CONCERNED PARTY.

Santiago, September 10, 1996

Legible signature: The Ministry of Justice of Chile certifies the authenticity of the signature of Mr. J. Martin. Santiago, Sep 12, 1996.

I, Jose De Leon, SSN: 142-50-0157, certify that I am qualified to translate from the Spanish to the English language.



1 October 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -2 AM 10:25

To: Room 4A
Fax: 7797068



SOCIEDAD DE HECHO

Comparecen: Don José Agustín Rojas Fabres, chileno, casado, ingeniero civil electrónico, cédula nacional de identidad número cuatro millones ochocientos treinta y cinco mil cuatrocientos siete guión seis, y don Werner Egon Moritz Vogel Bourckhardt, chileno, casado, ingeniero civil, cédula nacional de identidad número un millón setecientos noventa y cinco mil doscientos cuarenta y nueve guión ocho, ambos domiciliados en la calle García Moreno número ochocientos cuarenta y seis, comuna de Ñuñoa, Santiago, y expresan que han convenido en la celebración del siguiente contrato de sociedad de hecho:

PRIMERO: El objeto de la sociedad será la evaluación, estudio y realización de operaciones financieras y comerciales en general.

SEGUNDO: La razón social será "JOSE AGUSTIN ROJAS FABRES Y OTRO".

TERCERO: La administración y el uso de la razón social de la sociedad corresponderá a ambos socios en forma conjunta.

CUARTO: El capital de la sociedad será la suma de dos millones de pesos que ambos socios aportan en partes iguales de un millón de pesos cada uno en dinero efectivo que se ha ingresado en la caja social.

QUINTO: Las utilidades y pérdidas eventuales que se produzcan, se repartirán en igual proporción entre ambos socios.

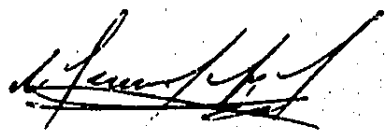
SEXTO: La sociedad empezará a regir a contar de esta fecha y tendrá una duración de dos años, renovable tácita y sucesivamente por periodos iguales, si ninguno de los socios manifestare su voluntad de ponerle término al final del

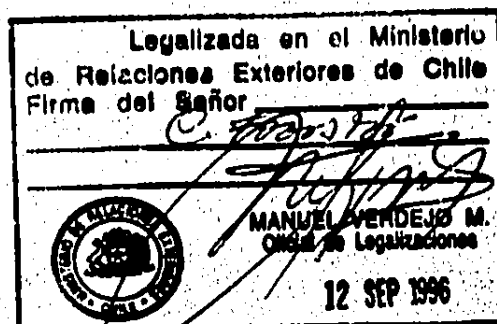
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DIVISION OF CORPORATIONS
JUN 22 1995
AM 10:25

periodo que estuviere en curso, mediante carta certificada enviada al domicilio del otro socio con una anticipación no inferior a noventa días.

SEPTIMO: La sociedad tendrá como domicilio calle García Moreno número ochocientos cuarenta y seis, comuna de Nuñoa, Santiago.- 4 de JUNIO DE 1996.---

X 
CUT. 4.835.407-6.

X 
cut = 1.795.249-8

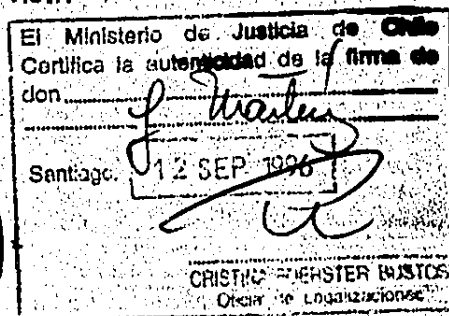
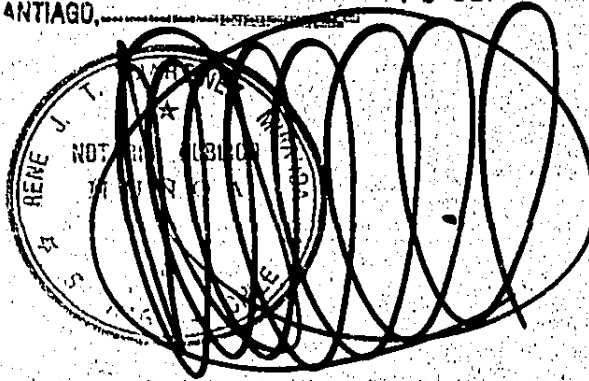


AURORIZO LAS FIRMAS DE DON JOSE AGUSTIN ROJAS FABRES, carnet N° 4.835.407-6 Nacional y don WERNER EGON MORTIZ VOGEL BURCKHARDT, carnet N° 1.795.249-8 Nacional, quienes firmaron en la fecha de su emisión.---

Santiago, 4 de Junio sw 1996.--



CERTIFICO QUE LA PRESENTE FOTOCOPIA SE ENCUENTRA CONFORME CON EL DOCUMENTO TENIDO A LA VISTA Y DEVUELTO AL INTERESADO.--- 10 SEP 1996
SANTIAGO.



REPUBLIC OF CHILE
PROVINCE AND CITY OF SANTIAGO
EMBASSY OF THE UNITED STATES OF AMERICA

)
) SS:
)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **MANUEL VERDEJO MELLA** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **SEP 12 1990**, the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile, duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this day of

SEP 12 1990

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DIVISION OF CORPORATIONS
96 OCT - 2 AM 10:25



DENISE A. BOLAND
CONSUL OF THE UNITED
STATES OF AMERICA

F9600000506

Requestor's Name
216 W. College Ave.
Address
Tallahassee 904/45-5000
City/State/Zip Phone #

500002000765--9
-11/08/96--01071--024
*****35.00 *****35.00

Office Use Only

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

1. Juan Asunta Rojas Fabros & Otro, Inc. F96000005068
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) RA
3. _____ (Corporation Name) (Document #) Change
4. _____ (Corporation Name) (Document #)

- ☒ 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

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign <u>Examiner</u> <u>10/24</u>
☐	Limited Partnership <u>10/24</u>
☐	Reinstatement <u>10/24</u>
☐	Trademark <u>10/24</u>
☐	Other <u>10/24</u>

Examiner's Initials

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96 NOV -8 PM 12:57
DIVISION OF CORPORATION

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508 Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: JOSE AGUSTIN ROJAS FABRES Y OTRO, INC.

1b. The mailing address of the corporation is: GARCIA MORENO # 846
SANTIAGO, CHILE

1c. Date of Incorporation: OCT 2, 1996 Document Number: F96000005068

2. The name and address of the current registered agent and office:

DEMETRIO J. GARCIA

4450 N.W. 79TH STREET, STE 2-D

MIAMI, FLORIDA 33166

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

EDWARD M. TETTERTON

9901 S.W. 73 COURT

MIAMI, FLORIDA 33156

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

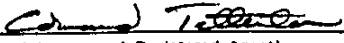
(Date)

November 06th, 1996

JOSE A. ROJAS-FABRES, PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.


(Signature of Registered Agent)

(Date)

Nov 6 1996

If signing on behalf of an entity:

EDWARD TETTERTON

(Typed or Printed Name)

REGISTERED AGENT

(Capacity)

Division of Corporations, P.O.Box 6327, Tallahassee, FL 32314

Document Number Only

F96000005038

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002294279--2

-09/16/97--01037--030
*****35.00 *****35.00

Virtual Eyes Incorporated

Changed name to:

Micror Software Corporation

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

9/16/97

9/16

*Jon
Name
Change*

DIVISION OF CORPORATION

97 SEP 16 AM 11:07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 16 PM 2:29

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

97 SEP 16 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. VIRTUAL EYES, INCORPORATED
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Washington
3. Date authorized to do business in Florida: October 1, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 14, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

MIRROR SOFTWARE CORPORATION

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Ray Linford
Signature
Name and Title
Ray Linford, President

Sept 7 1997
Date

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this certificate that according to records on file in this office,

Articles of Amendment to

VIRTUAL EYES, INCORPORATED

a Washington corporation, whereby the corporate name is changed to

MIRROR SOFTWARE CORPORATION

was received and filed by this office on July 14, 1997.



Date: September 5, 1997

*Given Under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


RALPH MUNRO
Ralph Munro, Secretary of State
L. Tornow