

F96000005140

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Porte USA, Inc.

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***122.50 ***122.50

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DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

CT CORP

TALLAHASSEE, FL

SUBJECT: PORTE USA, INC.
Ref. Number: W96000020517

We have received your document for PORTE USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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).

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 DOCUMENT SPECIALIST indicated.

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

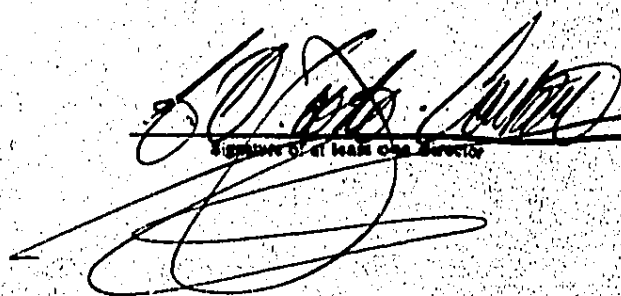
Letter Number: 996A00044583

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Andre Contee, do hereby certify
that this Resolution of the Board of Directors of Porte USA, Inc.
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on October 2, 19 96.

Resolved, that Porte USA, Inc. organized
and existing in the State of Delaware, hereby adopts the
name Porte USA, Inc. of Central Florida for use in Florida.

Dated: 10/2/96


Signature of Andre Contee

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Porto USA, 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. Delaware
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. September 12, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. none yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. Post Office Box 290096
South Daytona, FL 32129-1845
(Current mailing address)
8. ALL LEGAL BUSINESS ALLOWED BY STATUTE
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Barbara A Burke

(Registered agent's signature) (Officer)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: Andre Coetsee
Address: Post Office Box 290096 2923 Cypress Ridge Trail
South Daytona, FL 32129-1845 Daytona Beach, FL
32124

Vice Chairman: _____
Address: _____

Director: same as above
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Andre Coetsee
Address: Post Office Box 290096 same as above
South Daytona, FL 32129-1845

Vice President: _____
Address: _____

Secretary: same as above
Address: _____

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P.04/04

Treasurer: Andre Coetsse

Address: Post Office Box 290096

same as above

South Daytona, FL 32129-1845

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

13x

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

A.O. BOOSTE-COETSEE
(Typed or printed name and capacity of person signing application)

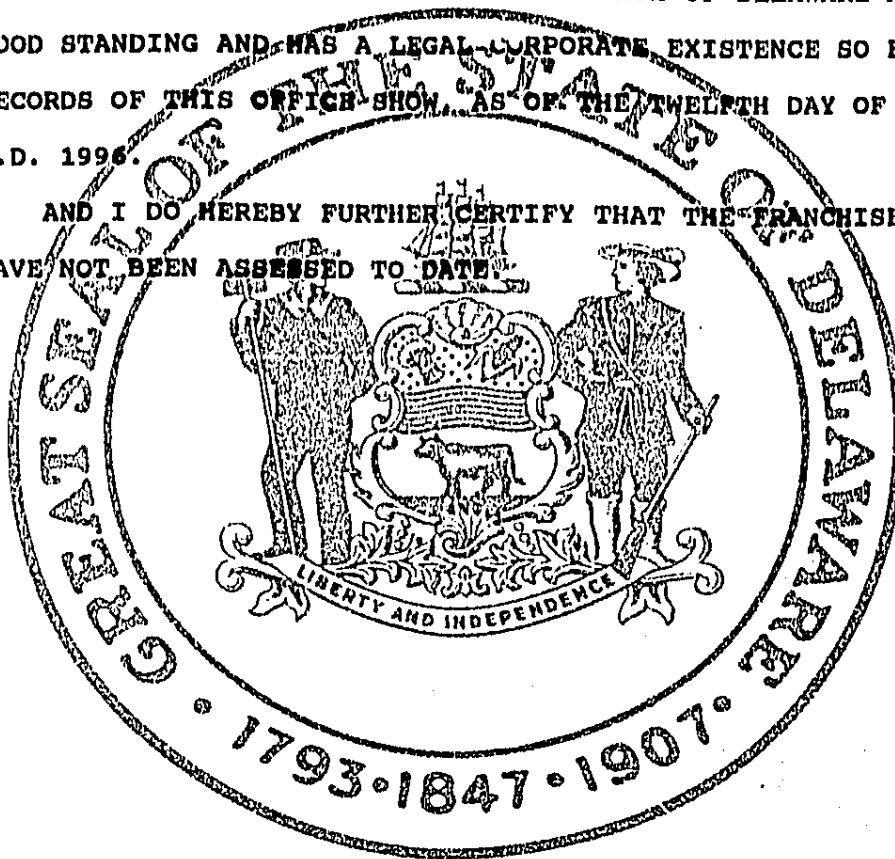
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PORTE USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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09-12-96