

F97000006042

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900002350619--0
-11/18/97--01057--010
*****70.00 *****70.00

SUBJECT: Cefiro Int, Limiteds
(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:

W97-25322

Jeffrey A Stanley
(Name of Person)

ABP International
(Firm/Company)

201 E Pine St Suite 500
(Address)

Orlando FL 32801
(City/State/Zip)

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DIVISION OF CORPORATIONS
7 NOV 17 AM 11:53

mtm
11/17

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

Jeff Stanley
(Name of Person)

at (407) 843-3331
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1997

JEFFREY A. STANLEY
ABP INTERNATIONAL
201 E. PINE ST., STE 500
ORLANDO, FL 32801

SUBJECT: CEFIRO INT, LIMITADA
Ref. Number: W97000025322

We have received your document for CEFIRO INT, LIMITADA, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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.)

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

PLEASE LIST ONLY THE CORPORATE NAME ON LINE #1 OF THE APPLICATION.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 397A00053888

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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. CEFIRO INT, LIMITADA (CEFIRO INT, LTDA.) Cefiro Int, Ltd 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. COSTA RICA
(State or country under the law of which it is incorporated)
3. 593455923
(FBI number, if applicable)
- ☒ July 8, 1996
(Date of Incorporation)
- ☒ July 8, 2021 (Duration: 25 years)
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
- ☒ 4075 Avenida Las Américas, Calles 40 y 42, San José, COSTA RICA
P.O. Box 228-1005, San José, COSTA RICA
(Current mailing address)
8. Commerce, industry, services, agriculture
(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: Jeffrey A Stanley
Office Address: 201 E Pine Street
Orlando FL, Florida, 32801
(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.

[Signature]
(Registered agent's signature)

☒ 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)

X Chairman: Jeffrey A Stanley
Address: 201 E Pine St Suite 500
Orlando FL 32801

X Vice Chairman: _____
Address: _____

X Director: _____
Address: _____

X Director: _____
Address: _____

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

X President: Jeffrey A Stanley
Address: 201 E Pine Street Suite 500
Orlando FL 32801

X Vice President: _____
Address: _____

X Secretary: _____
Address: _____

X Treasurer: _____
Address: _____

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. Mr. Luis Salazar Villalobos, Manager with Universal Proxy
(Typed or printed name and capacity of person signing application)

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I, ELIZABETH STEINVORTH K., Official Translator of the Ministry of Foreign Affairs, appointed by Decree Number 176-SE dated March 17, 1981, and published in the Official Diary "La Gaceta" of April 18, 1981, hereby certify: THAT THE DOCUMENT TO BE TRANSLATED FROM SPANISH INTO ENGLISH SAYS AS FOLLOWS:



(ORIGINAL DOCUMENT)

OFFICIAL TRANSLATION

Certifier

Certification Department

MERCANTILE REGISTRY

I hereby request the literal certification of the Constitution Agreement of the company of this domicile denominated "CEFIRO INT., LTDA", legal identification number three-one hundred and two-one hundred and eighty eight thousand five hundred and seventy six (3-102-188576), which appears under volume nine hundred and fifty seven (957), page two hundred and thirty seven (237), entry three hundred and ninety five (395).

Illegible Signature

EDGAR ROHRMOSER ZUÑIGA

LAWYER AND NOTARY

SAN JOSE, COSTA RICA

San José, October 03, 1997.

---OVER

IVETTE PAIS ALVAREZ

CERTIFIER OF THE PUBLIC REGISTRY

CERTIFIES:

That I attend the present request by means of photocopy enclosed by the interested party, of the constitution of the company denominated CEFIRO INT LIMITADA, registered under volume NINE

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HUNDRED AND FIFTY SEVEN, PAGE TWO HUNDRED AND THIRTY SEVEN and entry THREE HUNDRED AND NINETY FIVE of the MERCANTILE Section of this Registry. I ISSUE THE PRESENT IN SAN JOSE AT SEVEN HOURS AND THIRTY MINUTES ON OCTOBER SEVEN, NINETEEN HUNDRED AND NINETY SEVEN. VOID AND NULL IF IT DOES NOT BEAR THE SIGNATURE OF THE CERTIFYING OFFICIAL AND THE EXIT SEAL OF THE DEPARTMENT. Illegible Signature

SEAL: REPUBLIC OF COSTA RICA

PUBLIC REGISTRY

09 OCT. 1997

Certification Department

Coordination - Rendered

National Registry

--SEAL: VICE MINISTER OF JUSTICE

Certifies that the foregoing signature is authentic. San José, Costa Rica on October 15, 1997. Illegible Signature: Vice Minister of Justice.

-- ENCLOSED SLIP: Republic of Costa Rica * MINISTRY OF FOREIGN AFFAIRS

The foregoing signature of the Vice Minister of Justice is authentic. Illegible Signature.

SEAL: PUBLIC REGISTRY OF

REAL PROPERTY

IVETTE PAIS ALVAREZ

Certifying Official

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DIVISION OF CORPORATIONS
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PUBLIC REGISTRY * MICROFILM SECTION * MICROFILMED
July 29, 1996.



CONSTITUTION OF COMPANY THAT WILL BE IN EFFECT. FIRST: It will be denominated CEFIRO INT LIMITADA and can be abbreviated in LTDA which is a fantasy name. SECOND: The social domicile will be in San José, Avenida Las Américas, fifty meters East of the Nissan Agency, number four zero seven five. THIRD: The social term will be of twenty five years as of July eight, ninety six. FORTH: The social objective will be commerce, industry, services and agriculture, it can buy, sell, mortgage, pledge, and in any manner own and dispose of any kind of personal and real property, real and personal rights, operate bank accounts, be part of other companies, render any kind of bonds, guaranties, or avals in favor of shareholders or third parties when for such reason it gains economic retribution, it can receive through an agreement or will any kind of fiduciary property, being able to be trustee, trustor, executor or beneficiary, it can operate businesses of other companies, or physical persons. FIFTH: The social capital will be of one hundred thousand colones represented by one hundred nominative installments of one thousand colones each one. SIXTH: It will be administrated by a MANAGER who will have the judicial and extra-judicial representation with faculties of universal proxy without limitation of sum, according to article one thousand two hundred and fifty three of the civil code during all the social term. SEVENTH: INVENTORIES AND BALANCES ...EIGHTH... NINETH: IN RELATION TO THE LEGAL RESERVE... TENTH: DISOLUTION... ELEVENTH: IN RELATION TO THE RESIDENT AGENTAPPOINTMENTS: MANAGER LUIS SALAZAR VILLALOBOS, single, Bachelor at Law, resident of Los Yoses, identity card number one six hundred and twenty six seven hundred and fifty one . RESIDENT AGENT: EDGAR ROHRMOSER ZUÑIGA, divorced, Lawyer, identity card number one six hundred and seventeen five hundred and eighty six, and they accept their posts. It is so certified under deed granted in San José, at TEN hours on JULY EIGHT, nineteen hundred and ninety six, before the Notary EDGAR ROHRMOSER ZUÑIGA, according to testimony filed before the registry at FORTEEN HOURS AND ELEVEN minutes on JULY SIXTEENTH of the present year, under entry ELEVEN THOUSAND ONE HUNDRED AND FIFTY FOUR, volume FOUR HUNDRED AND THIRTY TWO of the official record. The decree was published. THE COMPLEMENT OF THIS ENTRY IS CERTIFIED IN DIGITAL IMAGES OF THE SYSTEM OF THE PUBLIC REGISTRY. SAN JOSE, JULY

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DIVISION OF CORPORATIONS
97 NOV 17 AM 11:53

NINETEENTH, NINETEEN HUNDRED AND NINETY SIX. LEGAL IDENTIFICATION NUMBER THREE ONE HUNDRED AND TWO-ONE HUNDRED AND EIGHTY EIGHT THOUSAND FIVE HUNDRED AND SEVENTY SIX WAS ASSIGNED TO THIS COMPANY. *Illegible Signature*.



-----OVER
IVETTE PAIS ALVAREZ

CERTIFIER OF THE PUBLIC REGISTRY
CERTIFIES:

That the present photocopy is true and exact of page TWO HUNDRED AND THIRTY SEVEN, volume NINE HUNDRED AND FIFTY SEVEN and entry THREE HUNDRED AND NINETY FIVE, which corresponds to the CONSTITUTION of the company denominated CEFIRO INT LIMITADA. I ISSUE THE PRESENT IN SAN JOSE AT SEVEN HOURS AND THIRTY MINUTES ON OCTOBER SEVEN, NINETEEN HUNDRED AND NINETY SEVEN. *Illegible Signature*

SEAL: REPUBLIC OF COSTA RICA
PUBLIC REGISTRY
09 OCT.1997

SEAL: PUBLIC REGISTRY OF
REAL PROPERTY
IVETTE PAIS ALVAREZ
Certifying Official

Certification Department
Coordination - Rendered
National Registry

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Lic. Rafael Sánchez Sánchez, GENERAL REGISTRAR OF THE PUBLIC REGISTRY, CERTIFIES: That the foregoing signature of Mrs. Ivette País Alvarez is authentic. San José, October thirteenth, nineteen hundred and ninety seven. *Illegible Signature*: GENERAL REGISTRAR
SEAL: NATIONAL REGISTRY * REPUBLIC OF COSTA RICA

IN TESTIMONY WHEREOF, I ISSUE THE PRESENT TRANSLATION FROM SPANISH INTO ENGLISH, IN SAN JOSE, ON OCTOBER 28, 1997. STAMPS BY LAW ARE ATTACHED AND CANCELED.



Alemán, Francés, Inglés, Español

No. de Páginas - 4 -

Firma

San José, Costa Rica

28/10/97.

IVETTE PAIS ALVAREZ
CERTIFICADORA DEL REGISTRO PUBLICO

CERTIFICA:

Que doy trámite a la presente solicitud mediante fotocopia adjunta por la parte interesada, de la constitución de la entidad denominada CEFIRO INT LIMITADA, inscrita la tomo NOVECIENTOS CINCUENTA Y SIETE, FOLIO DOSCIENTOS TREINTA Y SIETE y asiento TRESCIENTOS NOVENTA Y CINCO de la Sección de MERCANTIL de este Registro. EXPIDO LA PRESENTE EN SAN JOSE A LAS SIETE Y TREINTA HORAS DEL SIETE DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SIETE. ~~NO LA SIN LA FIRMA DE LA~~ CERTIFICADORA Y SELLO DE SALIDA DEL DEPARTAMENTO.

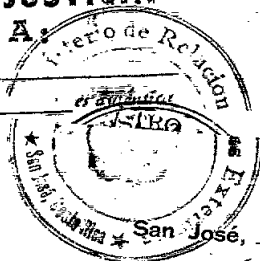


VICEMINISTRO DE JUSTICIA
CERTIFICA:

Que la Firma precedente del Señor



REPUBLICA DE COSTA RICA
MINISTERIO DE RELACIONES EXTERIORES Y CULTO



09 OCT 1997

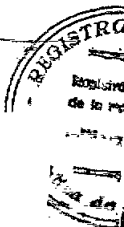
La firma que antecede del señor



AUTENTICA

a responsabilidad en cuanto al contenido del documento.

ILEANA DURAN BARQUERO
Oficial de Autenticaciones



Señor

Certificador

Departamento de Certificaciones

REGISTRO MERCANTIL

REGISTRO PUBLICO DE
LA PROPIEDAD INMUEBLE
IVETTE PAIS ALVAREZ
CERTIFICADOR

Por este medio solicito se certifique literalmente el pacto constitutivo de la sociedad de esta plaza denominada " **CEFIRO INT, LTDA.**", cédula de persona jurídica número tres-ciento dos-ciento ochenta y ocho mil quinientos setenta y seis (3-102-188576), la cual consta al tomo novecientos cincuenta y siete (957), folio doscientos treinta y siete (237), asiento trescientos noventa y cinco (395).

Edgar Rohrmoser
San José, 13 de octubre de 1997

EDGAR ROHRMOSER ZUÑIGA
ABOGADO Y NOTARIO
SAN JOSE, COSTA RICA



Número: 049090-97
Fecha: 06-10-97
Hora: 11:43:15

DIECINUEVE

No. 19376
29 JUL 1997

396

[illegible]

IVETTE PAIS ALVAREZ

CERTIFICADORA DEL REGISTRO PUBLICO

CERTIFICA:

Que la presente fotocopia es fiel y exacta del folio DOSCIENTOS TREINTA Y SIETE, del tomo NOVECIENTOS CINCUENTA Y SIETE y asiento TRESCIENTOS NOVENTA Y CINCO, el cual corresponde a la CONSTITUCION de la entidad denominada CEFIRO INT LIMITADA. EXPIDO LA PRESENTE EN SAN JOSE A LAS SIETE Y TREINTA HORAS DEL SIETE DE OCTUBRE DE MIL NOVECIENTOS NOVENTA Y SIETE.



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Lic. Rafael Sánchez Sánchez

REGISTRADOR GENERAL DEL REGISTRO PUBLICO
CERTIFICACION

Que la firma que antecede del señor a
Ivette Pais Alvarez es auténtica.
San José, a los 13 días del mes de oct-
tubre del año 1997.



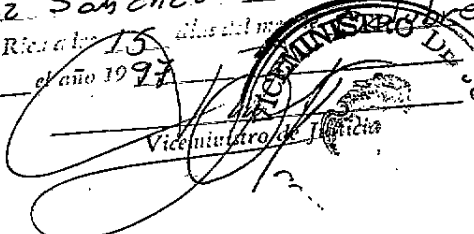
MINISTRO



**VICE MINISTRO DE JUSTICIA
CERTIFICA:**

La Firma presentada por el Lic. Rafael
Sánchez Sánchez es auténtica

San José, Costa Rica a los 15 días del mes de agosto
el año 1997


Vice Ministro de Justicia