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12/17/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GENERAL WESTWAY CORP.

AUDIT NUMBER.....H97000020743

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 11

CERT. COPIES.....0

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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December 17, 1997

FAS-T CORP AGENTS

SUBJECT: GENERAL WESTWAY CORP.
REF: W97000028157

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 (850) 487-6097.

Michael Mays
Document Specialist

FAX Aud. #: H97000020743
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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**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. GENERAL WESTOAK CORP.
(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. PANAMA.
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. July 8th, 1987
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. DEC 01 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11111 BISCAYNE BLVD. MIAMI, FLA. SUITE # 1412
(Current mailing address)
8. INVESTMENTS & TELECOMMUNICATIONS
(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: MILTON PARNES.
Office Address: 11111 BISCAYNE BLVD. SUITE # 1412
Miami, Florida, 33181
(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.

Milton Parnes
(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.

Prepared By: Milton Parnes
11111 Biscayne Blvd. Suite 1412
Miami, Fl 33181 (305) 599-0839

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: MARIA CRISTINA VALENZUELA DE ESPINOSA

Address: AVENIDA BILBAO, Edificio GAVITA

PLANTA BAJA, Panama, Panama I

Vice President: _____

Address: _____

Secretary: Maria Elena Cortes de Him

Address: SAME

Treasurer: Manuel Cortes Barrio

Address: SAME.

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

13. Manuel Him (SECRETARY)

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

14. Maria Elena Cortes de Him

(Typed or printed name and capacity of person signing application)

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CERTIFICATE

This is to certify that **G.W.C. GENERAL WESTWAY CORP.**, a Panamanian Corporation duly registered under the Laws of the Republic of Panama, at the Public Registry Office under: Microjacket: 195973, Film: 21849, Frame: 0039 since the 8th. July, 1.987 and its Registered Office is located in the City of Panama, Republic Of Panama, hereby certifies: _____

That its Directors and Officers are: _____

DIRECTOR and PRESIDENT: _____ **Maria Cristina Valenzuela de Espinosa**

DIRECTOR and TREASURER: _____ **Manuel Cortes Barrios**

DIRECTOR and SECRETARY: _____ **Maria Elena Cortes de Him**

That the Corporation is in full force and effect having paid all its dues and taxes on time. _____

That Mr. **MILTON PARNESS** is Attorney in Fact and the Corporation's Legal Representative abroad. _____

That this Corporation is in Good-Standing before the local authorities. _____

I hereby have affixed my name and signature as President of the Corporation in the City of Panama, Republic of Panama, this Ninth (09) day of December, 1.997 _____


_____ **Maria Cristina Valenzuela de Espinosa.**

Director and President _____

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NOEMI MORENO ALBA, Notario Público Décimo
del Circuito de Panamá con Cédula No. 7 - 37 - 78

CERTIFICA: Que la(s) firma(s) de

Maria Cristina Valenzuela de Espinosa

ha(n) sido reconocida(s) como suya(s) por ello(s) firmantes
por consiguiente dicha(s) firma(s) es(son) auténtica(s).

Panamá, 10 DIC 1997

Testigo Cédula

Testigo Cédula

NOEMI MORENO ALBA
Notario Público Décimo



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País Panamá
El presente documento público
2. ha sido firmado por Noemi Moreno
3. quien actúa en calidad de Notario Público
4. y será revestido del sello/timbre de 2

CERTIFICADO

5. en Ami
6. el día 11/20/97
7. por Dirección Administrativa
8. Bajo el número 31843
9. Sello/timbre 2
10. Firma: [Signature]

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Traducciones Internacionales, S. A.
TRADUCTORES - INTERPRETES



Apartado Postal 87-1833
Panamá 7, Rep. de Panamá
Teléfono: 269-3040
Fax: 269-1987

AUTHORIZED TRANSLATION

PUBLIC DEED NUMBER TWELVE THOUSAND TWO HUNDRED AND EIGHTEEN

===== (12218) =====

Whereby the Articles of Incorporation of the corporation named
"G.W.C. GENERAL WESTWAY CORP." with domicile in the Republic of
Panama, are officially registered.-----

=====

-----Panama, June 26, 1987-----

In the City of Panama, Capital of the Republic and Seat of the
Notarial Circuit of the same name, on the twenty-sixth (26th)
day of the month of June, nineteen hundred and eighty-seven
(1987), before me, ALMA MONTENEGRO DE FLETCHER, Third Notary
Public of the Circuit of Panama, bearer of personal identity card
number eight- seventy-seven - seven hundred and eighty-eight, (8-
77-788), there appeared personally Messrs.: MARIA ELENA CORTES
HIM, female, of legal age, Panamanian, married, resident of this
city and bearer of personal identity card number three - fifty-
four - one hundred and forty-one (3-54-141), and MARIA CRISTINA
VALENZUELA DE ESPINOSA, female, of legal age, Colombian citizen,
resident of this city, married, and bearer of personal identity
card number E-eight- twenty-seven thousand five hundred and
fifty-three (E-8-27553), ----- persons whom I know and on their
own behalf submitted for its official registration in this
Public Deed as in effect I officially record, the CERTIFICATE
OF INCORPORATION, signed by them, in relation to the corporation
named -----G.W.C. GENERAL WESTWAY CORP.,-----
with domicile in the City of Panama, Republic of Panama.-----
The requested official registration is made and the copies issued
by the interested parties shall be issued.-----

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It is put on record that these Articles of Incorporation have been duly countersigned by the practicing lawyer JAN REISS.-----
 Read as it was this Public Deed to appearers in the presence of the Instrumental witnesses Messrs. Marco Antonio Perez Cedeno, bearer of personal identity card number seven - twelve - one thousand and five (7-12-1005) and Carlos Eleazar Simos Rivera, bearer of personal identity card number eight - two hundred and twenty-nine - one thousand four hundred and thirteen (8-229-1413), both males, of legal age, Panamanian, and resident of this city, persons whom I know and are fit for the office, they found it in order, gave their approval and for the record, they signed it, by and before me, the Notary who attests.-----

This Deed in the Registry of the present year bears the number twelve thousand two hundred and eighteen.-----

(Sgd.) MARIA E. CORTES DE HIM -----MARIA CRISTINA DE ESPINOSA.-----MARCO A. PEREZ C.-----CARLOS E. SIMONS-----

A. M. DE FLETCHER, Third Notary Public.-----

=====

-----ARTICLES OF INCORPORATION OF-----

-----G.W.C. GENERAL WESTWAY CORP.-----

Pursuant to the General Law on Corporations of the Republic of Panama,-----We, the undersigned, willing to organized a stock company pursuant to the provisions of the General Law on Corporation of the Republic of Panama, to wit, Law 32, of 1927, hereby certify the following:-----

FIRST: The name of the corporation is: G.W.C. GENERAL WESTWAY CORP.-----

SECOND ARTICLE: The authorized capital stock of the corporation shall consist of FIVE HUNDRED (500) SHARES WITHOUT NOMINAL

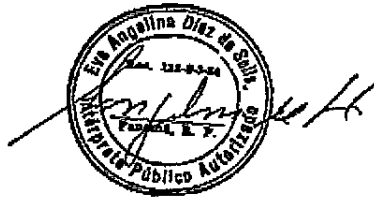
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VALUE.- The capital stock shall be at least equal to the total sum represented by the shares with nominal value, if any, plus a sum determined in relation to each share without nominal value which is issued, and the sums that from time to time are incorporated to the capital stock according to resolution or resolutions of the Board of Directors.-----

THIRD ARTICLE: The objectives of the Corporation are:---- A) To purchase, manage, possess, sell real estates in any part of the world.-----B) To purchase, sell shares of stock of other local or foreign companies.---C) In general, to engage in the representation of international firms;-----D) To collect and pay commissions in its own name or of third parties;-----e) To engage in the investment and financing of properties, chattels, real estates, shares, articles, in any part of the world.-----fg) To engage in the production, purchase, sell, and reselling of same;-----g) Industrial, commercial and tourist activities.----h) To assume financial companies, on its own behalf or of third parties, all kinds of risks either on account of onerous cession or by reciprocity.-----i) To negotiate, supply, transfer to third parties, by onerous title, financial guarantees or of any other kind allowed by the laws of the country wherein the operations are carried out.---j) To acquired, retain, maintain, transfer and accept all kinds of operations on intangibles, whether directly or indirectly, or on its own behalf or of third parties.----K) To manage all kinds of companies or businesses of its own property or of third parties, including captive corporations or of any other kind;-----l) To exploit oil fields and mining in general, manufacturing and marketing their products and by-products, on its own behalf or of third parties.-

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---- m) To engage in any other lawful activity protected by the laws in force, without any restriction whatsoever.-----

FOURTH ARTICLE: The domicile of the corporation shall be the City of Panama, Republic of Panama, but it may establish, have and buy branches, agencies, offices or establishments in any part of the world, inside or outside the Republic of Panama.-----

FIFTH ARTICLE: The duration of the corporation shall be perpetual, but it may be earlier dissolve, pursuant to the law.

SIXTH ARTICLE: The subscribers to these Articles of Incorporation agree to take one (1) share each one.-----

SEVENTH ARTICLE: The responsibility of each shareholders shall be limited to the sum, if any, owed on account of his shares.-----

--

EIGHTH ARTICLE: If one shareholder wishes to sell, transfer, exchange or in any other manner dispose of his shares of stock of the corporation, the shareholders of same have the first option to buy these shares.-----NINTH ARTICLE: The Board of Directors

and the Shareholders' Assembly shall meet in an extraordinary meeting at any time outside or outside of the Republic of Panama, in any part of the world upon the summons of the President or the person acting in his absence.-----TENTH ARTICLE: The maximum authority of the Corporation shall be the Shareholders' Assembly and in its absence shall be the President and Secretary of the corporation.-----

ELEVENTH ARTICLE: The President of the Corporation is the Legal Representative and Executive officer of same and in his absence shall be replaced by the Secretary.-----

TWELFTH ARTICLE: The number of directors of the corporation shall be a minimum of three (3) and the maximum shall be seven

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(7). The first Directors shall be: MARIA CRISTINA VALENZUELA DE ESPINOSA, - Identity card E-8-27553;----MANUEL CORTES BARRIOS - Id. Card 8-129-699----and MARIA ELENA CORTEZ DE HIM, Id. Card 3-54-141; All with domicile in Ricardo Arias Street, at the End, City of Panama.-----

THIRTEENTH ARTICLE : The FIRST officers of the corporation, until the Shareholders' Assembly or the same Directors decide otherwise, shall be:----PRESIDENT: MARIA CRISTINA VALENZUELA DE ESPINOSA:-----TREASURER: MANUEL CORTES BARRIOS----- SECRETARY-----MARIA ELENA CORTEZ DE HIM.-----

FOURTEENTH ARTICLE: The representatives of the corporation are authorized to be able to open banking accounts, inside or outside the Republic of Panama, to manage its time deposits, saving accounts, transferences, drafts and in general, all kinds of titles or valuables, commissions, endorsements, number accounts, nominal accounts, etc., with any bank, be these local, official, transnational banks, all of these may be carried out without any quantity limit.-----

FIFTEENTH ARTICLE: To enter into on behalf of the corporation, buying and selling contracts, buy/sell options, buying and selling option contracts on the real estates belonging to the corporation, as well as to sign the buying and selling deeds and to receive the product of the sale of said assets.-----

SIXTEENTH ARTICLE : To represent the corporation before any officials of the judicial, administrative body or of the state, in all kinds of actions, lawsuits, negotiations, formalities, applications, evictions lawsuits, ejections, etc., in which the corporations must intervene as plaintiff or defendant, with ample powers to receive, desist, compromise, waive, revoke, substitute

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and to reassume the power pursuant to the law.-----All these powers shall be exercised by him or the Representatives of the corporation, without previous requisites or authorities on the part of the Shareholders, Board of Directors or any other body the corporation may have.-----

SEVENTEENTH ARTICLE: HECTOR SPENCER, practicing Panamanian lawyer, with offices in Edificio Remy, Avenida Central, City of Panama, Republic of Panama, is designated as Resident Agent of the corporation in the Republic of Panama.-----

EIGHTEENTH ARTICLE: This corporation reserve for itself the right to amend these Articles of Incorporation, as amended from time to time, in the manner that now or in the future may be determined, it being understood that all the rights confer to the officers, directors or shareholders in the present Articles of Incorporation, are granted subject to reserve.-----

IN WITNESS WHEREOF WE SIGN AND GRANT THESE ARTICLES OF INCORPORATION, in the City of Panama, Republic of Panama, on the twenty-sixth (26) day of the month of June of the year nineteen hundred and eighty-seven (1987).-----

(Sgd.) MARIA E. CORTES DE HIM-----MARIA C. DE ESPINOSA-----

This copy that I issue, seal and sign in the City of Panama, Republic of Panama, on the twenty-sixth (26) day of the month of June of the year nineteen hundred and eighty-seven (1987) agrees with its original.-----

(There appears a signature) A.M. DE FLETCHER, THIRD NOTARY PUBLIC. Seal of the THIRD NOTARY OFFICE OF THE CIRCUIT.-----

OFFICE OF THE PUBLIC REGISTRY-----Panama-----

Presenting this document at 3:25:56 pm of July 2, 1987. Volume 187----Page-----Entry 277 of the journal by (Illegible)

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Fees B/. 60.00 ; Liquidation No.: 352690- Chief of Journal (There appears a signature - Juan Rangel R. -----

BE REGISTERED (There appears a signature) Chief of Section - Magalis G. Reyes R.-----

THE FOREGOING DOCUMENT WAS REGISTERED AT THE PUBLIC REGISTRY Microfilm Section (Mercantile)-----

Microfiche: 195973; Film: 21849; Frame: 0039-----

Fees: B/. 60.00, Panama, July 8, 1987 - Chief of Microfilming (There appears a signature) Elvis O. Espino.-----

THE FOREGOING IS A TRUE TRANSLATION INTO ENGLISH OF THE DOCUMENT IN SPANISH SUBMITTED TO ME. PANAMA, DECEMBER, 1997.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País Panamá
2. El presente documento público ha sido firmado por Don A. Díaz de la Haza
3. quien actúa en calidad de Traductor
4. y se le revocó del sello/timbre de ya

CERTIFICADO

5. en Amé
6. el día 11/12/97
7. por Dirección Administrativa
8. Bajo el número 31806
9. Sello/timbre 3
10. Firma: [Signature]



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