

F980000000187

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BUDIAR, S.L., a Spanish corporation
(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:

Guillermo J. Fernandez-Quincoces, Esq.

(Name of Person)

Gunster Yoakley Valdes-Fauli & Stewart, P.A.

(Firm/Company)

One Biscayne Tower; Suite 3400
Two South Biscayne Boulevard

(Address)

Miami, FL 33131-1897

(City/State/Zip)

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

Guillermo J. Fernandez-Quincoces
(Name of Person)

at (305) 376-6094
(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



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 25, 1997

RE: Budiar, S.L., Ref. No. W96000003087

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees of \$1165.00 and foreign non-qualified penalties of \$3000.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

GTY/gty

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1996

GUILLERMO J. FERNANDEZ-QUINCOCES
% GUNSTER YOAKLEY VALDES-FAULI & STEWART
ONE BISCAYNE TOWER, STE 3400
MIAMI, FL 33131-1897

SUBJECT: BUDIAR S.L.
Ref. Number: W96000003087

We have received your document for BUDIAR S.L. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$6000.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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.

If you have any questions concerning the filing of your document, please call

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(904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00005863

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1996

GUILLERMO J. FERNANDEZ-QUINCOCES
% GUNSTER YOAKLEY VALDES-FAULI & STEWART
ONE BISCAYNE TOWER, STE 3400
MIAMI, FL 33131-1897

SUBJECT: BUDIAR S.L.
Ref. Number: W96000003087

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for BUDIAR S.L..

The referenced application states that the corporation has transacted business in the State of Florida since January 8, 1991. You were notified by letter dated February 9, 1996, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$6000.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Michael Mays
Document Specialist Letter No. 696A00018721

Enclosure

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 12, 1996

JOSE MANUEL DIAZ-ARIAS
TWO SOUTH BISCAYNE BLVD., STE 340
ONE BISCAYNE TOWER
MIAMI, FL 33131-1897

SUBJECT: BUDIAR S.L.
Ref. Number: W96000003087

CERTIFIED MAIL #P 348 066 901 RETURN RECEIPT REQUESTED

This is the Department of State's third request for information to establish the date BUDIAR S.L. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that BUDIAR S.L. has transacted business in Florida since January 8, 1991. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$6000.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 296A00038219

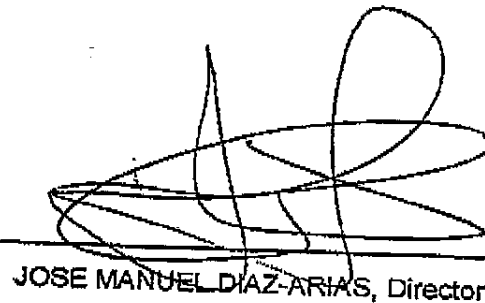
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**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE DIRECTORS OF
BUDIAR, INC.**

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the Board of Directors of BUDIAR, INC. (the "Corporation"), a corporation organized and existing under the laws of Florida, hereby adopts the following resolution by written consent in lieu of a formal meeting of the Board of Directors:

BE IT RESOLVED, that the Corporation hereby grants its express permission and consent to BUDIAR, S.L., a Spanish entity, to register the name "BUDIAR, S.L., INC." with the Florida Secretary of State so that it may qualify to do business in the State of Florida, or take any other actions necessary to accomplish the registration of the name "BUDIAR, S.L., INC." in Florida.

IN WITNESS WHEREOF, the undersigned Director of the Corporation executes this written consent as of this 8 day of December, 1997.



JOSE MANUEL DIAZ-ARIAS, Director

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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:*

BUDIAR, S.L., a Spanish corporation

1. _____
(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. Spain
(State or country under the law of which it is incorporated)
3. n/a
(FEI number, if applicable)
4. March/2/1988
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January/8/1991
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Guillermo J. Fernandez-Quincoces, Esq.; Two South Biscayne Boulevard
One Biscayne Tower, Suite 3400; Miami, FL 33131-1897
(Current mailing address)
8. Own and lease property 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)** Valdes-Fauli Corporate Services, Inc.
Name: _____
Office Address: Two South Biscayne Boulevard
One Biscayne Tower; Suite 3400
Miami, Florida, 33131-1897
(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.


(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 M. Diaz-Arias

Address: c/o Guillermo J. Fernandez-Quincoces, Esq.; Gunster Yoakley
Valdes Fauli & Stewart, P.A.; Two South Biscayne Boulevard
Suite 3400; One Biscayne Tower; Miami, FL 33131-1897

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Jose Manuel Diaz-Arias

Address: c/o Guillermo J. Fernandez-Quincoces, Esq.; Gunster Yoakley
Valdes Fauli & Stewart, P.A.; Two South Biscayne Boulevard
Suite 3400; One Biscayne Tower; Miami, FL 33131-1897

Vice President:

Address:

Secretary: Francisco Placer

Address: c/o Guillermo J. Fernandez-Quincoces, Esq.; Gunster Yoakley
Valdes Fauli & Stewart, P.A.; Two South Biscayne Boulevard
Suite 3400; One Biscayne Tower; Miami, FL 33131-1897

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.

Jose Manuel Diaz-Arias, President

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

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BUDIAR, S.L.
188/95

Number 9233
Date 11-12-95

Prior Tempore Potior Jure

Madrid Commercial Registry

CERTIFICATION

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Calle de la Castellana, 44
28046 MADRID

SUSANA GARELLY COMPTE
TRADUCTOR OFICIAL E INTERPRETE JURADO
(INGLES)
Casado del Alisal, 10-4.º 28014-Madrid
Tel. 490 06 87 España

MADRID COMMERCIAL REGISTRY
PASEO DE LA CASTELLANA, 44
28046 MADRID

I, THE UNDERSIGNED COMMERCIAL REGISTRAR OF MADRID

HEREBY CERTIFY: That at the express request of Mrs Ursula Zalbaza de Frutos, of legal age, holder of National Identity Document number 2874653, requesting a certification that the company "BUDIAR, S.L." is registered and current, I have examined the Books of the Archive in my charge, in which it is stated:

ONE: That in the first registration on page number 79637, folio 80 of volume 8771 general, 7272 of the third section of the Register of Companies, issued on 25 March 1988 by virtue of the first copy of the deed executed at Madrid on 2 March 1988 before the Madrid Notary Francisco Javier Rovira Jaén, under number 660, the Company, currently called by conversion to limited status "BUDIAR, S.L." formerly "Budiar, S.A.", which was constituted for an indefinite time by the said deed, is registered at this Registry.

TWO: And on the same page, neither the dissolution nor the liquidation of the Company to which the certification relates is registered, and it remains in force, according to the Register, on the new page number M-80770 since its conversion.

And so that it may be recorded and as there is no entry whatsoever in the Daybook pending registration and relating to the Company to which the certification relates, I issue this and sign it at Madrid on the eleventh of December nineteen hundred and ninety-five.

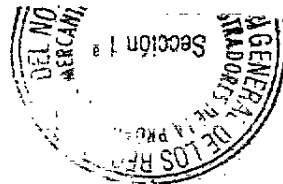
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BASE: Declared to be of no amount
Draft No. [Illegible]
Fees: 1800 [Illegible]
Pesetas: One thousand eight hundred.

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SUSANA GARELLY COMPTE
TRADUCTOR OFICIAL E INTERPRETE JURADO
(INGLES)
Casado del Alisal, 10-4.º 28014-Madrid
Teléf. 420 06 87 España

Y para que conste y no existiendo en el Libro Diario asiento alguno pendiente de inscripción que se refiera a la Sociedad de que se certifica, expido la presente y la firmo en Madrid a once de diciembre de mil novecientos noventa y cinco.-



BASE: Declarada Ley 8/1989 Ley 8/1989L

1800 23 y 1/2
mi. de la Vara

DON JOSE POVEDA DIAZ, DECANO DEL ILUSTRE COLEGIO DE REGISTRADORES DE LA PROPIEDAD Y MERCANTILES DE ESPAÑA.

HAGO CONSTAR: Que legitimo la firma que antecede de Don Francisco Javier Llorente Vara, Registrador Mercantil de Madrid por ser, al parecer, la suya.

Y para que conste firmo la presente en Madrid a veintiuno de diciembre de mil novecientos noventa y cinco.

Jose Poveda Diaz





REGISTRO MERCANTIL
DE MADRID

PASEO DE LA CASTELLANA, 44
28046 MADRID

EL QUE SUSCRIBE, REGISTRADOR MERCANTIL DE MADRID.- - - - -

CERTIFICO: Que a petición expresa de Doña Ursula Zalbaza de Frutos, mayor de edad, con D.N.I. número 2874653, solicitando certificación de estar inscrita y vigente la Sociedad "BUDIAR, S.L.", he examinado los Libros del Archivo de mi cargo los cuales resulta:- - - - -

PRIMERO: Que en la inscripción 1ª de la hoja número 79637, folio 80 del tomo 8771 general, 7272, de la sección 3ª del Libro de Sociedades, extendida el 25 de marzo de 1.988 en virtud de primera copia de la escritura otorgada en Madrid el 2 de marzo de 1.988 ante su Notario Don Francisco Javier Rovira Jaén, con el número 660, consta inscrita en este Registro la Sociedad denominada actualmente por transformación en Limitada "BUDIAR, S.L.", antes "Budiar, S.A.", la cual fué constituída por tiempo indefinido mediante dicha escritura.-

SEGUNDO: Y que en la propia hoja, no figura inscrita la disolución ni liquidación de la Sociedad de que se certifica, continuando vigente, según el Registro, con nuevo número

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APOSTILLE (O LEGALIZACION UNICA)

(Convention de La Haye du 5 octobre, 1961-Real Decreto/1978
de 2 de octubre)

1. País: España

El presente documento declara:

2. que el A. se ha verificado por Alvaro López Almagall
3. quien actuó en calidad de Jefe de la Oficina
4. y está revestido del sello de la M. A. Exteriores

Certificado

5. en Madrid

6. el 21 DIC 1995

7. por M.^a del Carmen Gujardo Gonzalez

8. bajo el número 50388

9. Solicitante

10. Firma



M.ª del Carmen Gujardo

11. Sede: Civil

12. Sede: Civil

I, SUSANA GARELLY COMPTE, Public Sworn Translator and Interpreter by appointment of the Spanish Foreign Office, hereby

CERTIFY: That the foregoing translation into English agrees faithfully with the original thereof in Spanish.

And as a record, I issue, sign and seal this Certificate at Madrid, on 19 December 1995.

SUSANA GARELLY COMPTE
TRADUCTOR OFICIAL E INTERPRETE JURADO
(INGLES)
Casado del Alisal, 10-4 ° 28014-Madrid
Telét. 420 08 87 España

INTERPRETE JURADO-TRADUCTOR
(Aprobado M.º Asuntos Exteriores)

Susana Garely

SUSANA GARELLY COMPTE

98 JAN 12 PM 3:33
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DIVISION OF CORPORATIONS

MINISTERIO DE ASUNTOS EXTERIORES
LEGALIZACIONES

Visto Bueno para legalizar la firma que antecede por ser, al parecer, auténtica sin entrar en el contenido del documento ni ulterior destino que pueda dársele.

Madrid 21 DIC. 1995

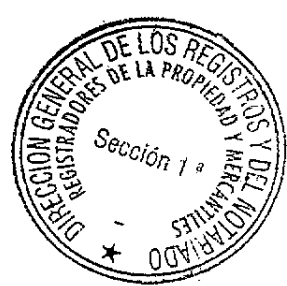
P. EL SUBSECRETARIO,

[Signature]

Alicia López Alguacil
Auxiliar de Legalizaciones



LEGALIZACIÓN.- Visto en la Dirección General de los Registros y del Notariado para legalizar la firma de Don Jose Pareda Díez Decano del Ilustre Colegio Nacional de Registradores.



EA-SUBDIRECTOR GENERAL

M. Ojeda
Firma: *Cristina Santaolalla López*

98 JAN 12

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DIVISION OF COMPTROLLER

21 DIC 1995

APOSTILLE (O LEGALIZACION UNICA)

(Convención de La Haya du 5 octobre, 1961-Real Decreto/197 de 2 de octubre.)

1. País España

El presente documento público

- 2. que ha sido firmado por *Cristina Santaolalla López*
- 3. quien actúa en calidad de *Subdirectora General*
- 4. y está revestido del sello/timbre de *M.ª Justiz e Interior*

Certificado

5. en Madrid 6. el 22 DIC 1995

7. por Luis Fco. Acebes Hernansanz

8. bajo el número 50387

9. sello/timbre



10. Firma

[Signature]