

F980000000795

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

200002426972--0

-02/10/98--01078--012

***122.50 ***122.50

CORPORATION(S) NAME

Manufacturera De Equipos Para Refrigeracion
y Aire Acondicionado Carrier Equiprac, S.A.

98 FEB 10 PM 3:01

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DIVISION OF CORPORATIONS

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**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:**

MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO CARRIER EQUIPRAC, S.A.
(English translation: Manufacturer of Equipment for Refrigeration and Air Conditioning
1. Carrier Equiprac, 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. COLOMBIA 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 10, 1977 5. March 10, 2076
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification to do business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2100 NW 88th Court
Miami, Fl 33172
(Current mailing address)

8. Transact any lawful business
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida , Florida , 33324
(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.*

Connie Bryan CONNIE BRYAN
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS SEE ADDENDUM

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ms. Luz Helena Delgado

Address: Calle 55, #7N-06
Cali, Colombia

Vice President: _____

Address: _____

Secretary: _____

Address: _____

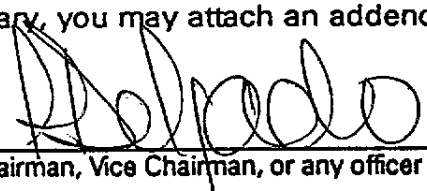
Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS

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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. Luz Helena Delgado, President
(Typed or printed name and capacity of person signing application)

ADDENDUM
CARRIER EQUIPRAC
BOARD OF DIRECTORS

1. William R. Brown
2100 NW 88th Court
Miami, Fl 33172
2. Sergio Gonzalez
2100 NW 88th Court
Miami, Fl 33172
3. Lucien Lafond
2100 NW 88th Court
Miami, Fl 33172
4. Laurence P. Finnegan
2100 NW 88th Court
Miami, FL 33172
5. Rodolfo Delgado E.
Calle 56 5N-165 Flora Industrial
Cali, Colombia
6. Armando Garrido
Cra. 83-14 Piso 17
Cali, Colombia
7. Jaime Aristizabala
Calle 17 126-50 Condominio El Salaman de los Farallones
Casa 11 Pance
Cali, Colombia

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CCC 4427365

PAGINA 001

REPUBLICA DE COLOMBIA

CERTIFICADO DE EXISTENCIA Y REPRESENTACION

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE CALI

C E R T I F I C A :

NOMBRE: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE
ACONDICIONADO "CARRIER-EQUIPRAC S.A."

AFILIADO

DOMICILIO: CALI VALLE

DIRECCION COMERCIAL: CL. 55 No. 7 N 06

DIRECCION NOTIFICACION JUDICIAL: CL. 55 No. 7 N 06

CIUDAD: CALI

MATRICULA NRO: 044940-04

C E R T I F I C A :

CONSTITUCION: POR ESCRITURA NRO 658 DEL 10 DE MARZO
DE 1977, NOTARIA TERCERA DE CALI
INSCRITA EN LA CAMARA DE COMERCIO EL 30 DE JUNIO DE 1977
BAJO EL NRO. 22306 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD
DENOMINADA: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE
ACONDICIONADO S.A. (EQUIPRAC S.A.)

C E R T I F I C A :

QUE POR LA ESCRITURA NRO. 2253 DEL 07 DE NOVIEMBRE
DE 1995, NOTARIA QUINCE DE CALI
INSCRITA EN LA CAMARA DE COMERCIO EL 10 DE NOVIEMBRE DE 1995
BAJO EL NRO. 09110 DEL LIBRO IX, LA SOCIEDAD CAMBIO SU NOMBRE
DE: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIO
NADO S.A. (EQUIPRAC S.A.)
POR EL DE
MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIO
NADO "CARRIER-EQUIPRAC S.A."

C E R T I F I C A :

QUE EL 19 DE ENERO DE 1996 BAJO EL NRO. 00502 DEL LIBRO

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DIVISION OF CORPORATIONS
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IX, SE INSCRIBIO EN LA CAMARA DE COMERCIO LA ESCRITURA NRO 2782 DEL 29 DE DICIEMBRE DE 1995, NOTARIA QUINCE DE CALI, EN LA CUAL CONSTA LA ESCISION DE LA SOCIEDAD: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A." EN DOS SOCIEDADES: TECNOLOGIA AMBIENTAL TECAM LTDA Y MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A."

C E R T I F I C A :

REFORMAS:

ESCRITURA No.	FECHA	NOTARIA	FECHA	No. INS	LIBRO
1770	03-06-1977	03 CALI	30-06-1977	22307	IX
5010	22-12-1977	03 CALI	30-12-1977	24760	IX
1828	10-05-1978	03 CALI	24-04-1980	38241	IX
5437	27-12-1979	03 CALI	24-04-1980	38242	IX
2989	12-08-1980	03 CALI	27-10-1980	41628	IX
2135	03-07-1981	03 CALI	08-07-1981	46655	IX
1268	08-04-1986	03 CALI	15-04-1986	84048	IX
4500	10-08-1988	03 CALI	12-10-1988	11889	IX
1200	20-03-1990	03 CALI	26-03-1990	27177	IX
1009	20-05-1993	15 CALI	25-05-1993	66419	IX
1070	30-05-1994	15 CALI	03-06-1994	77878	IX
0910	10-05-1995	15 CALI	11-05-1995	03851	IX
2253	07-11-1995	15 CALI	10-11-1995	09110	IX
0510	26-03-1996	15 CALI	10-04-1996	02785	IX
1216	10-07-1997	15 CALI	16-07-1997	05160	IX

C E R T I F I C A :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA Y SU DURACION ES HASTA EL 10 DE MARZO DEL AÑO 2076

C E R T I F I C A :

OBJETO SOCIAL: LA SOCIEDAD TIENE POR OBJETO SOCIAL PRINCIPAL LAS SIGUIENTES ACTIVIDADES:

A) LA PRODUCCION, DISTRIBUCION Y VENTA DE TODA CLASE DE EQUIPOS PARA AIRE ACONDICIONADO, CALEFACCION, VENTILACION Y REFRIGERACION, INCLUYENDO BIENES TERMINADOS, PARTES Y COMPONENTES. B) LA ELABORACION DE ESTUDIOS TECNICOS, INDUSTRIAL Y COMERCIALES SOBRE SISTEMAS DE AIRE ACONDICIONAO. C) LA ADQUISICION Y NEGOCIACION DE CUALQUIER PRIVILEGIO DE LA PROPIEDAD INDUSTRIAL. EN DESARROLLO DE ESTE OBJETO, LA SOCIEDAD PODRA ADQUIRIR, CONSERVAR, GRAVAR Y ENAJENAR TODA CLASE DE BIENES RAICES O MUEBLES QUE SEAN NECESARIOS PARA EL LOGRO DE SUS

FINES SOCIALES; GIRAR, ACEPTAR, NEGOCIAR, DESCONTAR, ETC. TODA CLASE DE TITULOS VALORES Y DEMAS DOCUMENTOS CIVILES Y COMERCIALES; TOMAR INTERES COMO ACCIONISTAS, FUNDADOR O NO, EN OTRAS COMPANIAS, FUSIONARSE CON ELLAS O INCORPORARSE A ELLAS; TOMAR DINERO EN MUTUO, CON GARANTIAS REALES O PERSONALES, O SIN ELLAS Y EN FIN, LLEVAR A CABO TODO ACTO O CONTRATO QUE SE RELACIONEN DIRECTAMENTE CON EL OBJETO PRINCIPAL DE LA COMPANIA PUES LA ANTERIOR ENUMERACION NO ES TAXATIVA SINO POR VIA DE EJEMPLO.

C E R T I F I C A :

REPRESENTANTE LEGAL: LA SOCIEDAD TENDRA UN PRESIDENTE EJECUTIVO ELEGIDO POR LA JUNTA DIRECTIVA, DE CONFORMIDAD CON LO PREVISTO EN LOS ESTATUTOS PARA UN PERIODO DE UN (1) AÑO, PUDIENDO SER REELEGIDO INDEFINIDAMENTE.

ADMINISTRADOR. -- EL PRESIDENTE EJECUTIVO, SERA EL REPRESENTANTE LEGAL DE LA SOCIEDAD Y TENDRA A SU CARGO LA DIRECCION Y ADMINISTRACION DE LOS NEGOCIOS SUJETANDOSE A LOS DISPUESTOS EN LOS ESTATUTOS Y A LOS REGLAMENTOS, DISPOSICIONES Y RESOLUCIONES DE LA ASAMBLEA GENERAL Y LA JUNTA DIRECTIVA.

SUPLENTE. -- EL PRESIDENTE Y VICEPRESIDENTE DE LA JUNTA DIRECTIVA, REEMPLAZARAN EN SU ORDEN, AL PRESIDENTE EJECUTIVO EN SUS FALTAS ACCIDENTALES O TEMPORALES.

ATRIBUCIONES DEL PRESIDENTE EJECUTIVO. SON ATRIBUCIONES DEL PRESIDENTE EJECUTIVO Y EN SU DEFECTO, DE QUIEN HAGA SUS VECES EN GENERAL LAS DE CELEBRAR O EJECUTAR TODOS LOS ACTOS O CONTRATOS COMPRENDIDOS DENTRO DEL OBJETO SOCIAL Y LOS QUE SE RELACIONEN CON LA EXISTENCIA Y FUNCIONAMIENTO DE LA MISMA, CON LAS LIMITACIONES ESTABLECIDAS EN LOS ESTATUTOS. EN ESPECIAL TENDRA ATRIBUCIONES PARA: A) REPRESENTAR A LA SOCIEDAD ANTE TODA CLASE DE PERSONAS NATURALES O JURIDICAS Y ANTE LAS AUTORIDADES POLITICAS, ADMINISTRATIVAS, JUDICIALES, SANITARIAS, FISCALES Y DE POLICIA. B)... C)... D) CONSTITUIR APODERADOS JUDICIALES Y EXTRAJUDICIALES, DETERMINAR SUS FACULTADES, PARA QUE OBRANDO BAJO SUS ORDENS REPRESENTEN LA COMPANIA. E) EN RELACION CON LOS NEGOCIOS SOCIALES, TRANSIGIR, ARBITRAR Y COMPROMETER. F) PROMOVER COADYUVAR ACCIONES JUDICIALES O ADMINISTRATIVAS EN LAS QUE LA COMPANIA TENGA INTERES. G) NOVAR OBLIGACIONES O CREDITOS. H) SUSCRIBIR TITULOS VALORES DE CONTENIDO CREDITICIO. I) TOMAR DINERO EN MUTUO, ABRIR Y MANEJAR CUENTAS CORRIENTES BANCARIAS. J) EJECUTAR, HACER EJECUTAR LAS OPERACIONES EN QUE LA SOCIEDAD HAYA ACORDADO OCUPARSE. K) ADMINISTRAR LOS INTERESES SOCIALES EN LA FORMA QUE DETERMINE LA JUNTA DIRECTIVA. L)... LL)... N)... O)... P)... Q)... R) DAR Y RECIBIR BIENES EN PAGO. S)... T)... U)...

FUNCIONES DE LA ASAMBLEA GENERAL DE ACCIONISTAS ENTRE OTRAS: A)

ELEGIR EN SU REUNION ORDINARIA ANUAL, LOS MIEMBROS DE LA JUNTA DIRECTIVA Y SUS SUPLENTE, Y EL REVISOR FISCAL Y SU SUPLENTE Y FIJARLES SU REMUNERACION. B) REFORMAR LOS ESTATUTOS. C) DECRETAR LA DISOLUCION DE LA SOCIEDAD ANTES DEL PLAZO FIJADO PARA SU DURACION, CON EL VOTO DE ACCIONISTA QUE REPRESENTA POR LO MENOS EL 80% DE LAS ACCIONES SUSCRITAS. G) ORDENAR LA EMISION DE BONOS Y APROBAR O DELEGAR EN LA JUNTA DIRECTIVA LA APROBACION DE LOS PROSPECTOS DE EMISION, SENALANDOLE LAS BASES SOBRE LAS CUALES SE REALIZARA. H) EJERCER LAS DEMAS FUNCIONES Y ATRIBUCIONES DE QUE TRATA EL ARTICULO 420 DEL CODIGO DE COMERCIO, LAS QUE LE CONFIEREN LOS ESTATUTOS Y LAS QUE LE CORRESPONDEN COMO SUPREMA AUTORIDAD DIRECTIVA DE LA COMPANIA.

COMPOSICION.- LA JUNTA DIRECTIVA ESTA COMPUESTA POR SIETE (7) MIEMBROS PRINCIPALES CON SUS RESPECTIVOS SUPLENTE PERSONALES, ELEGIDOS POR LA ASAMBLEA PARA PERIODOS DE UN (1) AÑO.

FACULTADES DE LA JUNTA DIRECTIVA.- CORRESPONDE A LA JUNTA DIRECTIVA EJERCER TODOS LOS ACTOS RELACIONADOS CON LA DIRECCION DE LA SOCIEDAD QUE DE ACUERDO CON LO PREVISTO EN LOS ESTATUTOS, NO CORRESPONDAN PRIVATIVAMENTE A LA ASAMBLEA GENERAL Y LE CORRESPONDE ESPECIALMENTE: A) ESTABLECER O SUPRIMIR, PREVIOS LOS REQUISITOS LEGALES, LAS SUCURSALES O AGENCIAS QUE ESTIMARE CONVENIENTE. B) NOMBRAR AL PRESIDENTE Y VICE-PRESIDENTE DE LA JUNTA QUIENES EN SU ORDEN SERAN SUPLENTE DEL PRESIDENTE EJECUTIVO DE LA SOCIEDAD. C) DESIGNAR EL PRESIDENTE EJECUTIVO Y CREAR LOS CARGOS QUE CONSIDERE NECESARIOS PARA LA CORRECTA DIRECCION Y ADMINISTRACION DE LA EMPRESA. F) PACTAR CON INSTITUCIONES SIMILARES LA FUSION, INCORPORACION, ADQUISICION O CESION A CUALQUIER TITULO, SOMETIENDO LAS CONVENCIONES PACTADAS A LA APROBACION DEFINITIVA DE LA ASAMBLEA GENERAL DE ACCIONISTA. J) AUTORIZAR AL PRESIDENTE EJECUTIVO DE LA SOCIEDAD PARA GRAVAR CON PRENDA O HIPOTECA LOS BIENES DE LA SOCIEDAD Y DISPONER A CUALQUIER TITULO DE LOS ACTIVOS FIJOS DE LA COMPANIA, SEA CUAL FUERE SU VALOR O CUANTIA. K) AUTORIZAR AL PRESIDENTE EJECUTIVO LA CELEBRACION DE CONTRATOS Y EJECUCION DE ACTOS CUYO VALOR EXCEDA DEL EQUIVALENTE A US\$250.000. ---- PARAGRAFO PRIMERO: CUANDO LA CUANTIA DE LOS ACTOS DE QUE TRATA ESTE LITERAL, ESTEN COMPRENDIDOS DENTRO DE LO DISPUESTO EN EL ARTICULO 31, LITERAL C, SE REQUERIRA LA MAYORIA DECISORIA CONTEMPLADAS EN DICHO ARTICULO.

FUNCIONES ESPECIALES DE LA JUNTA DIRECTIVA.- ADEMAS DE LAS FUNCIONES ENUMERADAS EN EL ARTICULO 33, LA JUNTA DIRECTIVA TENDRA LAS SIGUIENTES FUNCIONES ESPECIALES: 1) APROBAR LOS PRESTAMOS QUE CELEBRE LA COMPANIA CON LOS ACCIONISTAS, LOS MONTOS, INTERESES Y GARANTIAS DE LOS MISMOS. 2) APROBAR LAS GARANTIAS QUE OFREZCAN LOS ACCIONISTAS PARA LOS PRESTAMOS DE LOS SOCIOS O DE TERCEROS Y FIJAR LAS CONDICIONES DE ESTAS. 3) APROBAR LOS PRESUPUESTOS QUE DEBEN SER APROPIADOS PARA LA ADQUISICION, ARRENDAMIENTO O VENTA DE TERRENOS, EDIFICIOS Y EQUIPOS. 4) LOS CAMBIOS QUE SE REFIERAN A PATENTES,

CCC 4427367

PAGINA 005

CONOCIMIENTOS TECNICOS, MARCAS, ASISTENCIA TECNICA O CONTRATOS
DE ASISTENCIA TECNICA.

C E R T I F I C A :

NOMBRAMIENTOS:

DOCUMENTO: ACTA NRO: 166 FECHA: 1993/05/03

ORIGEN: JUNTA DIRECTIVA

FECHA INSCRIPCION: 1993/06/03 NRO. 66799 LIBRO: 09

DOCUMENTO: ACTA NRO: 179 FECHA: 1994/06/27

ORIGEN: JUNTA DIRECTIVA

FECHA INSCRIPCION: 1994/08/03 NRO. 79586 LIBRO: 09

DOCUMENTO: ACTA NRO: 187 FECHA: 1995/03/27

ORIGEN: JUNTA DIRECTIVA

FECHA INSCRIPCION: 1995/05/08 NRO. 03696 LIBRO: 09

DOCUMENTO: ACTA NRO: 194 FECHA: 1996/06/12

ORIGEN: JUNTA DIRECTIVA

FECHA INSCRIPCION: 1997/01/31 NRO. 00777 LIBRO: 09

FUERON NOMBRADOS:

LUZ HELENA DELGADO P.

C.C. 31,270,064

PRESIDENTE EJECUTIVO

RODOLFO DELGADO ECHEVERRI

C.C. 2,423,935

PRESIDENTE DE LA JUNTA DIRECTIVA

JAIME ARISTIZABAL A.

C.C. 4,556,667

VICEPRESIDENTE DE LA JUNTA DIRECTIVA

RODRIGO ADOLFO DELGADO PRADA

C.C. 16,706,007

TERCER SUPLENTE DEL REPRESENTANTE LEGAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 PM 3:02

C E R T I F I C A :

DOCUMENTO: ACTA NRO: 36 FECHA: 1997/04/29

ORIGEN: ASAMBLEA GENERAL DE ACCIONISTAS

FECHA INSCRIPCION: 1997/06/27 NRO. 04718 LIBRO: 09

FUERON NOMBRADOS:

JUNTA DIRECTIVA

PRINCIPALES SUPLENTES

WILLIAM R. BROWN PPTE. 6,461,278	JOHN Mc. VICAR PPTE. 65,306
SERGIO GONZALEZ PPTE. 41,368,440	WILSON OLIVEIRA C.E. 66,474
LAWRENCE PAUL FINNEGAN PPTE. 6,994,255	DON JOHNSON PPTE. 151,741,398
LUCIEN LAFOND	ALDO PAGLIARI PPTE. 11,621,697
RODOLFO DELGADO E. C.C. 2,423,935	RODRIGO A. DELGADO P. C.C. 16,706,007
ARMANDO GARRIDO O. C.C. 19,225,378	DANIEL E. DELGADO P. C.C. 16,653,068
JAIME ARISTIZABAL A. C.C. 4,556,667	LUZ HELENA DELGADO P. C.C. 31,270,064

C E R T I F I C A :

DOCUMENTO: ESCRITURA NRO: 0510 FECHA: 1996/03/26
 ORIGEN: NOTARIA QUINCE DE CALI
 FECHA INSCRIPCION: 1996/04/10 NRO. 02785 LIBRO: 09

FUERON NOMBRADOS:

PRICE WATERHOUSE
 REVISOR FISCAL

C E R T I F I C A :

DOCUMENTO: DCTO. PRIVADO NRO: S/N FECHA: 1996/04/02
 ORIGEN:
 FECHA INSCRIPCION: 1996/04/11 NRO. 02814 LIBRO: 09

LA FIRMA PRICE WATERHOUSE
 NOMBRO A:

CCC 4427368

PAGINA 007

NUR FADDYA MARTINEZ Z.

C.C. 31,179,742

REVISOR FISCAL PRINCIPAL

YOVANNY HUE SOLANO

C.C. 16,274,369

REVISOR FISCAL SUPLENTE

C E R T I F I C A :

CAPITAL:	NRO. DE ACCIONES	VALOR NOMINAL
AUTORIZADO		
\$2,500,000,000.00	25,000,000	\$100.00
SUSCRITO		
\$1,418,668,800.00	14,186,688	\$100.00
PAGADO		
\$1,418,668,800.00	14,186,688	\$100.00

C E R T I F I C A :

PROHIBICION. -- PARA LA ELECCION DE MIEMBROS DE LA JUNTA DIRECTIVA Y CONSTITUCION DE MAYORIA DE ELLA SE ESTARA A LOS DISPUESTO EL ARTICULO 435 DEL CODIGO DE COMERCIO, SOBRE VINCULO FAMILIARES.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO EL NRO. 044941-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO S.A. UBICADO EN LA CL. 55 No. 7 N 06 DE CALI Y RENOVADO POR EL AÑO DE 1997.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO EL NRO. 467435-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO: TOTALINE UBICADO EN LA CL. 56 No. 5 N 163 DE CALI DESDE EL 05 DE SEPTIEMBRE DE 1997.

C E R T I F I C A :

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 10 PM 3:02

C E R T I F I C A :

APERTURA AGENCIA EN MEDELLIN

POR DCTO. PRIVADO S/N DEL 23 DE SEPTIEMBRE DE 1996
ORIGEN:
INSCRITA EN LA CAMARA DE COMERCIO EL 24 DE SEPTIEMBRE DE 1996
BAJO EL NRO. 01913 DEL LIBRO VI, SE AUTORIZO LA APERTURA
DE UNA AGENCIA EN LA CIUDAD DE MEDELLIN

C E R T I F I C A :

QUE EL 24 DE SEPTIEMBRE DE 1996, BAJO EL NO. 1913 DEL LIBRO VI,
SE INSCRIBIO EN LA CAMARA DE COMERCIO UN DOCUMENTO PRIVADO DE
FECHA 23 DE SEPTIEMBRE DE 1996, MEDIANTE EL CUAL FUE NOMBRADO
ADMINISTRADOR DE LA AGENCIA EN LA CIUDAD DE MEDELLIN AL SENOR
RODRIGO A. DELGADO.

C E R T I F I C A :

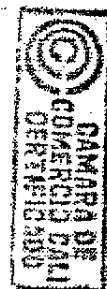
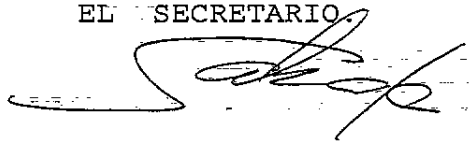
RENOVACION MATRICULA: QUE LA SOCIEDAD EFECTUO LA RENOVACION DE
SU MATRICULA MERCANTIL EL 31 DE MARZO DE 1997.

C E R T I F I C A :

QUE NO FIGURAN INSCRIPCIONES POSTERIORES A LA FECHA DEL PRESENTE
CERTIFICADO, QUE MODIFIQUEN TOTAL O PARCIALMENTE SU CONTENIDO.

EN CONSTANCIA EXPIDO EL PRESENTE EN CALI A LOS 03
DIAS DEL MES DE FEBRERO DE 1998 HORA: 15:46:34:90

EL SECRETARIO



OFFICIAL TRANSLATION

DIANA PATRICIA URREGO ROLDAN, official translator of the Ministry of Justice, holder of identification document # 31.938.650 issued in Cali, with official license # 3062 issued by the aforementioned Ministry made the attached translation from Spanish to English which reads as follows:

Document printed in Camara de Comercio de Cali stationery

ccc 4427357

PAGE 001

REPUBLIC OF COLOMBIA

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION

THE UNDERSIGNED SECRETARY OF THE CALI CHAMBER OF COMMERCE

CERTIFIES:

NAME: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y
AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A."

AFFILIATE

DOMICILE: CALI VALLE

COMMERCIAL DOMICILE: CL 55 N° 7N 06

LEGAL NOTIFICATION ADDRESS: CL 55 N° 7N 06

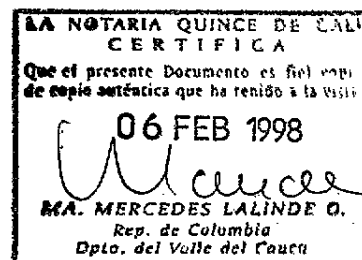
CITY: CALI

REGISTRATION N°: 044940-04

CERTIFIES:

ESTABLISHMENT: BY DEED N° 658 DATED MARCH 10, 1977, THIRD
NOTARY OF CALI

ONLY VALID FACE



Diana Patricia Urrego Roldán
Traductora e Interprete Oficial
Resolución No. 3062 Minjusticia 1993

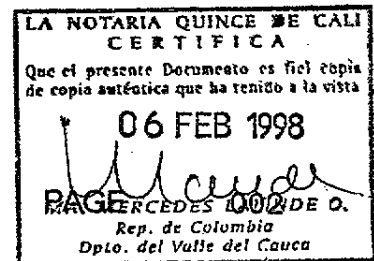
REGISTERED AT THE CHAMBER OF COMMERCE ON JUNE 30, 1997 UNDER N° 22306 OF BOOK IX, THE CORPORATION DENOMINATED MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO S.A." (EQUIPRAC S.A.) WAS ESTABLISHED

CERTIFIES:

THAT BY DEED N° 2253 DATED NOVEMBER 7, 1995, NOTARY FIFTEEN CALI REGISTERED AT THE CHAMBER OF COMMERCE ON NOVEMBER 10 1995 UNDER N° 09110 OF BOOK IX, THE CORPORATION CHANGED ITS NAME FROM: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO S.A." (EQUIPRAC S.A.) TO: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A."

CERTIFIES:

THAT ON JANUARY 19 1996 UNDER N° 00502 OF BOOK



IX, DEED N° 2782 DATED DECEMBER 29, 1995, NOTARY FIFTEEN, WAS REGISTERED AT THE CHAMBER OF COMMERCE IN WHICH THE SPLITTING OF THE COMPANY IS RECORDED: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A."

IN TWO COMPANIES:

TECNOLOGIA AMBIENTAL TECAM LTDA AND MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO "CARRIER-EQUIPRAC S.A."

CERTIFIES:

REFORMS:

DEED N°	DATE	NOTARY	DATE	REGISTER N°	BOOK
1770	03-06-1977	03 CALI	30-06-1977	22307	IX
5010	22-12-1977	03 CALI	30-12-1977	24760	IX
1828	10-05-1978	03 CALI	24-04-1980	38241	IX
5437	27-12-1979	03 CALI	24-04-1980	38242	IX

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Resolución No. 3062 Minjusticia 1993

PAGE 2 OF 11

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DIVISION OF CORPORATIONS
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2989	12-08-1980	03 CALI	27-10-1980	41628	IX
2135	03-07-1981	03 CALI	08-07-1981	46655	IX
1268	08-04-1986	03 CALI	15-04-1986	84048	IX
4500	10-08-1988	03 CALI	12-10-1988	11889	IX
1200	20-03-1990	03 CALI	26-03-1990	27177	IX
1009	20-05-1993	15 CALI	25-05-1993	66419	IX
1070	30-05-1994	15 CALI	03-06-1994	77878	IX
0910	10-05-1995	15 CALI	11-05-1995	03851	IX
2253	07-11-1995	15 CALI	10-11-1995	09110	IX
0510	26-03-1996	15 CALI	10-04-1996	02785	IX
1216	10-07-1997	15 CALI	16-07-1997	05160	IX

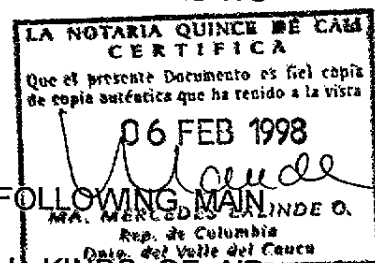
CERTIFIES:

DURATION: THAT THE CORPORATION HAS NOT BEEN DISSOLVED AND ITS DURATION IS UNTIL THE 10TH OF MARCH, 2076.

CERTIFIES:

CORPORATE PURPOSE: THE CORPORATION HAS THE FOLLOWING MAIN CORPORATE PURPOSE:

A) MANUFACTURING, DISTRIBUTION AND SALE OF ALL KINDS OF AIR CONDITIONING, HEATING, VENTILATION AND REFRIGERATION EQUIPMENT, INCLUDING FINISHED GOODS, PARTS AND COMPONENTS. B) THE PRODUCTION OF TECHNICAL, INDUSTRIAL AND COMMERCIAL STUDIES ON AIR CONDITIONING SYSTEMS. C) THE ACQUISITION AND NEGOTIATION OF ANY INDUSTRIAL PROPERTY PRIVILEGE. WHILE DEVELOPING THIS PURPOSE THE CORPORATION CAN ACQUIRE, PRESERVE, MORTGAGE AND SELL ALL KINDS OF REAL OR PERSONAL PROPERTY THAT ARE NECESSARY TO ACHIEVE ITS



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DIVISION OF CORPORATIONS

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PAGE 003

CORPORATE GOALS; TRANSFER, ACCEPT, NEGOTIATE, DISCOUNT, ETC. ALL KINDS OF SECURITIES AND OTHER CIVIL AND COMMERCIAL DOCUMENTS; TAKE INTEREST AS A SHAREHOLDER, FOUNDER IN OTHER COMPANIES, MERGE OR INCORPORATE WITH THEM; BORROW MONEY, WITH PERSONAL OR COLLATERAL GUARANTEES, OR WITHOUT THEM AND DEVELOP ACTION AND SUBSCRIBE CONTRACTS THAT ARE DIRECTLY RELATED WITH THE COMPANY'S MAIN PURPOSE, THE ABOVE LIST IS NOT RESTRICTIVE BUT SERVES AS AN EXAMPLE.

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Patricia Urrego Beldán
Traductora e Interprete Oficial
Resolución No. 3062 Minjusticia 1993

PAGE 3 OF 11

CERTIFIES:

LEGAL REPRESENTATIVE: THE CORPORATION WILL HAVE AN EXECUTIVE PRESIDENT ELECTED BY THE BOARD OF DIRECTORS, ACCORDING TO THE BYLAWS, FOR A PERIOD OF ONE (1) YEAR, THAT CAN BE REELECTED INDEFINITELY.

MANAGER: THE EXECUTIVE PRESIDENT WILL BE THE CORPORATION'S LEGAL REPRESENTATIVE AND WILL BE IN CHARGE OF THE DIRECTION AND MANAGEMENT OF THE BUSINESSES ACCORDING TO THE CORPORATION'S BYLAWS AND REGULATIONS, DECISIONS AND STIPULATIONS OF THE GENERAL SHAREHOLDERS MEETING AND BOARD OF DIRECTORS.

SUBSTITUTES: THE PRESIDENT AND VICE-PRESIDENT OF THE BOARD OF DIRECTORS IN THAT ORDER, WILL REPLACE THE EXECUTIVE PRESIDENT IN CASE OF ACCIDENTAL OR TEMPORARY ABSENCE.

EXECUTIVE PRESIDENT'S ATTRIBUTIONS: THE FOLLOWING ARE THE ATTRIBUTIONS OF THE EXECUTIVE PRESIDENT OR IN HIS ABSENCE THE ATTRIBUTIONS OF THE PERSON WHO IS TAKING HIS PLACE: IN GENERAL TO EXECUTE ALL ACTS OR CONTRACTS WITHIN THE CORPORATE PURPOSE AND THOSE RELATED WITH THE EXISTENCE AND OPERATION OF THE CORPORATION, WITH THE LIMITS ESTABLISHED IN THE BYLAWS. HE WILL HAVE ATTRIBUTIONS TO A) REPRESENT THE CORPORATION BEFORE ALL KIND OF PERSONS NATURAL AND ARTIFICIAL AND BEFORE POLITICAL, ADMINISTRATIVE, JUDICIAL, SANITARY, FISCAL AND POLICE AUTHORITIES. B) C) D) GIVING POWERS OF ATTORNEY OR REPRESENTATION, JUDICIAL AND EXTRAJUDICIAL, DETERMINING THEIR FACULTIES, SO THAT ACTING UNDER HIS ORDERS THEY WILL REPRESENT THE COMPANY. E) IN RELATION WITH THE COMPANY'S BUSINESSES, COMPROMISE, ARBITRATE, AND OBLIGATE. F) PROMOTE, CONTRIBUTE LEGAL OR ADMINISTRATIVE ACTIONS IN WHICH THE COMPANY HAS INTEREST. G) NOVATE, OBLIGATIONS OR CREDITS. I) TAKE LOANS, OPEN AND MANAGE BANKING ACCOUNTS. J) EXECUTE, AND HAVE OTHERS EXECUTE THE OPERATIONS THE CORPORATION HAS AGREED TO TAKE CARE OF. K) MANAGE CORPORATE INTEREST IN THE WAY THE BOARD OF DIRECTORS HAS DETERMINED. L)... LL) ... N) ... O) ... P)... Q)... R) GIVE AND RECEIVE GOODS AS PAYMENT, S)... T)... U)...

POWERS OF THE GENERAL SHAREHOLDERS MEETING AMONG OTHERS:
A)

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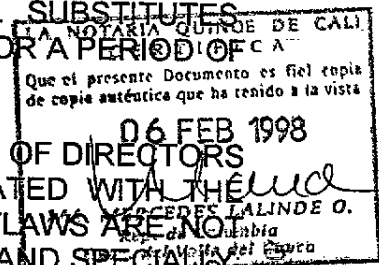
Diana Patricia Roldán
Traductora e interprete Oficial
Resolución No. 3062 Minjusticia 1993

ELECT THE BOARD MEMBERS AND THEIR SUBSTITUTES DURING ITS ANNUAL MEETING, AS WELL AS THE STATUTORY AUDITOR AND ITS SUBSTITUTE AND DECIDE THEIR REMUNERATION. B) REFORM THE BYLAWS. C) DECREE THE CORPORATION'S DISSOLUTION BEFORE THE DATE ESTABLISHED FOR ITS TERMINATION WITH THE VOTE OF AT LEAST 80% OF THE SUBSCRIBED STOCK. G) ORDER THE ISSUANCE OF BONDS AND APPROVE OR DELEGATE IN THE BOARD OF DIRECTORS THE APPROVAL OF THE ISSUANCE PROSPECTS GIVING THE BASES FOR THIS. H) AL OTHER ATTRIBUTIONS MENTIONED IN ARTICLE 420 OF THE COMMERCE CODE, THOSE CONFERRED BY THE BYLAWS AND THOSE THAT CORRESPOND AS SUPREME DIRECTIVE AUTHORITY OF THE COMPANY.

COMPOSITION: THE BOARD OF DIRECTOR IS COMPOSED BY SEVEN (7) MAIN MEMBERS WITH THEIR RESPECTIVE PERSONAL SUBSTITUTES ELECTED BY THE GENERAL SHAREHOLDERS MEETING FOR A PERIOD OF ONE (1) YEAR.

AUTHORITY OF THE BOARD OF DIRECTORS - THE BOARD OF DIRECTORS IS IN CHARGE OF THE EXECUTION OF ALL ACTS RELATED WITH THE COMPANY'S DIRECTION THAT ACCORDING WITH THE BYLAWS ARE NOT EXCLUSIVE OF THE GENERAL SHAREHOLDERS MEETING AND SPECIAL

A) TO ESTABLISH OR SUPPRESS, PREVIOUSLY FOLLOWING OF ALL LEGAL REQUISITES, ALL BRANCHES OR AGENCIES THAT IT ESTIMATES CONVENIENT. B) APPOINT THE PRESIDENT AND VICE-PRESIDENT OF THE BOARD, WHO WILL IN THIS SAME ORDER BE THE EXECUTIVE PRESIDENT'S SUBSTITUTES. C) APPOINT THE EXECUTIVE PRESIDENT AND CREATE ALL POSITIONS THAT IT ESTIMATES CONVENIENT FOR THE CORRECT DIRECTION AND MANAGEMENT OF THE COMPANY. F) AGREE WITH SIMILAR INSTITUTIONS THE MERGING, INCORPORATION, ACQUISITION OR CESSION FOR ANY REASON, SUBMITTING THE AGREEMENTS TO THE GENERAL SHAREHOLDERS MEETING FOR THEIR FINAL APPROVAL. J) AUTHORIZE THE COMPANY'S EXECUTIVE PRESIDENT TO ENCUMBER THE COMPANY'S ASSETS WITH MORTGAGES OR PLEDGE AGREEMENTS AND THE DISPOSAL OF THE COMPANY'S FIXED ASSETS FOR ANY REASON, INDEPENDENT OF THEIR VALUE. K) AUTHORIZE THE EXECUTIVE PRESIDENT TO CELEBRATE CONTRACTS AND EXECUTE ACTS WHICH DO NOT EXCEED THE AMOUNT OF US\$250.000 — FIRST PARAGRAPH: WHEN THE AMOUNT OF THE ACTS TO WHICH LETTER. K) REFERS, ARE INCLUDED WITHIN THE REGULATIONS OF ARTICLE 31, LETTER C), THE DECISION MAJORITY STATED IN THE MENTIONED ARTICLE WILL BE REQUIRED.



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Resolucion No. 3062 Minjusticia 1992

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SPECIAL AUTHORITY OF THE BOARD OF DIRECTORS.- IN ADDITION TO THE FUNCTIONS NUMBERED IN ARTICLE 33, THE BOARD OF DIRECTORS WILL HAVE THE FOLLOWING SPECIAL ATTRIBUTIONS: 1) APPROVE LOANS THAT THE COMPANY MIGHT HAVE WITH THE SHAREHOLDERS. THE AMOUNTS, INTEREST AND GUARANTEES. 2) APPROVE THE GUARANTEES THE SHAREHOLDERS OFFER FOR LOANS GRANTED OR TO THIRD PARTIES AND DECIDE THE CONDITIONS. 3) APPROVE THE BUDGET THAT MUST BE APPROPRIATED FOR THE ACQUISITION, LEASE OR SALE OF LAND, BUILDINGS AND EQUIPMENT. 4) THE CHANGES THAT HAVE TO DO WITH PATENTS,

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PAGE 005

TECHNICAL KNOWLEDGE, BRANDS, TECHNICAL ASSISTANCE OR
TECHNICAL ASSISTANCE AGREEMENTS.

CERTIFIES:

APPOINTMENTS:

DOCUMENT: MINUTE

Nº 166

DATE: 1993/06/03

ORIGIN: BOARD OF DIRECTORS

DATE OF REGISTER: 1993/06/03 Nº 66799

BOOK: 09

DOCUMENT: MINUTE

Nº 179

DATE: 1994/06/27

ORIGIN: BOARD OF DIRECTORS

DATE OF REGISTER: 1994/08/03 Nº 79586

BOOK: 09

DOCUMENT: MINUTE

Nº 187

DATE: 1995/03/27

ORIGIN: BOARD OF DIRECTORS

DATE OF REGISTER: 1995/05/08 Nº 03696

BOOK: 09

DOCUMENT: MINUTE

Nº 194

DATE: 1996/06/12

ORIGIN: BOARD OF DIRECTORS

DATE OF REGISTER: 1997/01/31 Nº 00777

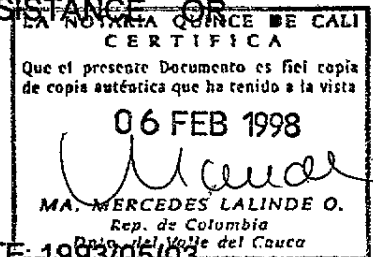
BOOK: 09

APPOINTMENTS:

LUG HELENA DELGADO P.

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PAGE 6 OF 11



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Resolución No. 3062 Minjusticia 1993

C.C. 31.270.064
EXECUTIVE PRESIDENT

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PAGE 005

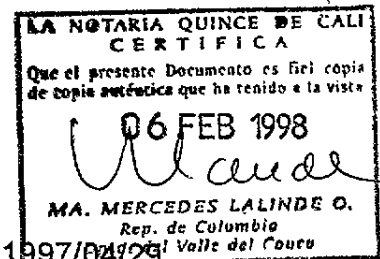
RODOLFO DELGADO ECHEVERRI
C.C. 2.423.935
PRESIDENT BOARD OF DIRECTORS

JAIME ARISTIZABALA
C.C. 4.556.667
VICE-PRESIDENT BOARD OF DIRECTORS

RODRIGO ADOLFO DELGADO PRADA
C.C. 16.706.007
THIRD SUBSTITUTE OF THE LEGAL REPRESENTATIVE

CERTIFIES

DOCUMENT: MINUTE N° 36 DATE: 1997/04/29
ORIGIN: GENERAL SHAREHOLDERS MEETING
DATE OF REGISTER: 1997/06/27 N° 04718 BOOK: 09
APPOINTMENTS:



PAGE

BOARD OF DIRECTORS

PRINCIPALS

WILLIAM R. BROWN
PASSPORT 6.461.278

SERGIO GONZALEZ
PASSPORT 41.368.440

LAWRENCE PAUL FINNEGAN
PASSPORT 6.994.255

SUBSTITUTES

JOHN MC VICAR
PASSPORT 65.3061

WILSON OLIVEIRA
C.E. 66.474

DON JOHNSON
PASSPORT 151.741.398

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PAGE 7 OF 11

Diana Patricia Rojas Roldan
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Resolución No. 3062 Minjusticia 1993

LUCIEN LAFOND

ALDO PAGLIARI
PASSPORT 11.621.697

RODOLFO DELGADO E.
C.C. 2.423.935

RODRIGO DELGADO P.
C.C. 16.706.007

ARMANDO GARRIDO
C.C. 4.556.667

DANIEL E. DELGADO
C.C. 16.653.068

JAIME ARISTIZABALA
C.C. 4.556.667

LUZ HELENA DELGADO P.
C.C. 31.270.064

CERTIFIES:

DOCUMENT: DEED N° 0510 DATE: 1996/03/26
ORIGIN: NOTARY FIFTEEN
DATE OF REGISTER: 1996/04/10 N° 02785 BOOK: 09

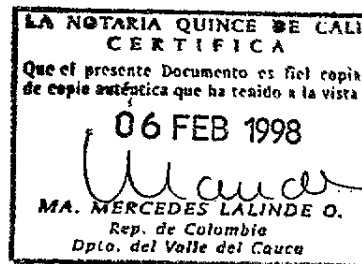
APPOINTMENTS:

PRICE WATERHOUSE
STATUTORY AUDITORS

CERTIFIES:

DOCUMENT: PRIVATE DOCUMENT N° N/A DATE: 1996/04/02
ORIGIN:
DATE OF REGISTER: 1996/04/11 N° 02814 BOOK: 09

PRICE WATERHOUSE APPOINTED:



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NUR FADDY MARTINEZ Z
C.C. 31.179.742
PRINCIPAL STATUTORY AUDITOR

YOVANNY HUE SOLANO
C.C. 16.274.369
SUBSTITUTE STATUTORY AUDITOR

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Patricia Roldán
Traductora e interprete Oficial
Resolución No. 3062 Minjusticia 1993

CERTIFIES:

CAPITAL:	Nº OF SHARES	NOMINAL VALUE
AUTHORIZED		
\$2.500.000.000.00	25.000.000	\$100.00
SUBSCRIBED		
\$1.418.668.800.00	14.186.688	\$100.00
PAID		
\$1.418.668.800.00	14.186.688	\$100.00

CERTIFIES:

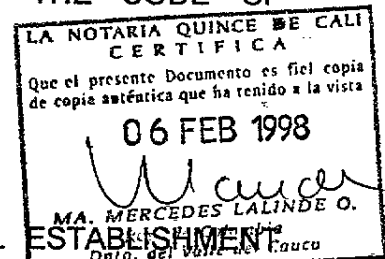
PROHIBITION.- FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND FOR THE ESTABLISHMENT OF THE MAJORITIES, THE REGULATIONS ESTABLISHED BY ARTICLE 435 OF THE CODE OF COMMERCE, ABOUT FAMILYTIES WILL BE FOLLOWED

CERTIFIES:

THAT UNDER ITS NAME THERE IS A COMMERCIAL ESTABLISHMENT REGISTERED AT THE CHAMBER OF COMMERCE UNDER Nº 444947-02 BY THE NAME OF: MANUFACTURERA DE EQUIPOS PARA REFRIGERACION Y AIRE ACONDICIONADO S.A. LOCATED AT CL 55 Nº 7N-06 IN CALI THE MERCANTILE REGISTER WAS RENEWED FOR YEAR 1997

CERTIFIES:

THAT UNDER ITS NAME THERE IS A COMMERCIAL ESTABLISHMENT REGISTERED AT THE CHAMBER OF COMMERCE UNDER Nº 467435-02 BY THE NAME OF: TOTALINE LOCATED AT CL 56 Nº 5N-163 IN CALI SINCE SEPTEMBER 5 1997



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Resolución No. 3062 Minjusticia 1993

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CERTIFIES:

THAT BY MINUTE N° 192 OF THE BOARD OF DIRECTORS MEETING HELD ON DECEMBER 7, 1995, REGISTERED AT THE CHAMBER OF COMMERCE ON SEPTEMBER 5, 1997 UNDER N° 1851 OF BOOK VI, RODRIGO ADOLFO DELGADO P. , C.C. 16.707.007 OF CALI, WAS APPOINTED MANAGER OF THE COMMERCIAL ESTABLISHMENT (AGENCY) BY THE NAME OF TOTALINE.

CERTIFIES:

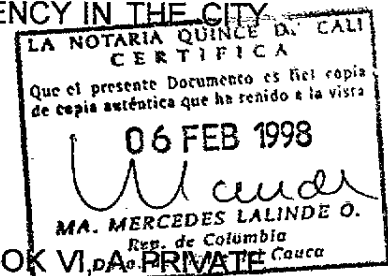
OPENING OF AGENCY IN MEDELLIN

BY PRIVATE DOCUMENT N° N/A OF SEPTEMBER 23 1996

ORIGIN:

REGISTERED IN THE CHAMBER OF COMMERCE ON SEPTEMBER 24 1996 UNDER N° 01913 OF BOOK VI, THE OPENING OF AN AGENCY IN THE CITY OF MEDELLIN WAS AUTHORIZED.

CERTIFIES:



THAT ON SEPTEMBER 24, 1996 UNDER N° 1913 OF BOOK VI, A PRIVATE DOCUMENT WAS REGISTERED IN THE CHAMBER OF COMMERCE BY WHICH RODRIGO A. DELGADO WAS APPOINTED MANAGER OF THE AGENCY LOCATED IN THE CITY OF MEDELLIN.

CERTIFIES:

RENEWAL OF MERCANTILE REGISTER: THE CORPORATION RENEWED MERCANTILE REGISTER ON MARCH 31 1997

CERTIFIES:

THAT THERE ARE NO SUBSEQUENT REGISTRATIONS TO THE DATE OF THIS CERTIFICATE, THAT MODIFY TOTALLY OR PARTIALLY ITS CONTENTS.

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ACCORDING TO RECORD I ISSUE THE PRESENT CERTIFICATE IN CALI ON
THE 3RD DAY OF THE MONTH OF FEBRUARY 1998: HOUR 15:46:34:90

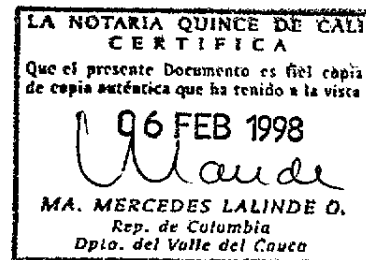
THE SECRETARY

[ILLEGIBLE SIGNATURE]

[SEAL]
CAMARADE
COMERCIO CALI
CERTIFICATE

PAGE 11 OF 11

Dianna Patricia Roldan
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PAGE 11 OF 11