

5/06/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: LAR HOLDING, LTD.

AUDIT NUMBER.....H98000008656

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 4

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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:**

1. LAR Holding, 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. British Virgin Islands
(State or country under the law of which it is incorporated)

3. Applied for
(FEI number, if applicable)

4. April 3, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1505, F.S.)

7. 300 Sevilla Ave., Suite 301

Coral Gables, FL 33134
(Current mailing address)

8. Engage in any act or activity not prohibited under the laws of the state
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) of Florida

9. **Name and street address of Florida registered agent:**

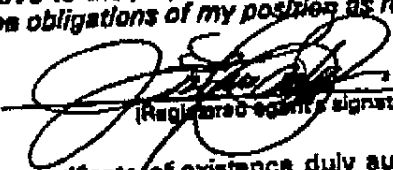
Name: Jose Luis Castro

Office Address: 300 Sevilla Ave., Suite 301

Coral Gables, Florida, 33134
(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.**

Prepared by: Jose M. de la O, Esq.
Jose M. de la O, P.A.
1108 Ponce de Leon Blvd.
Coral Gables, FL 33134
(305) 442-6009
Florida Bar No. 606669

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: Luis Alvarez Rivera

Address: 301 Sevilla Ave., Suite 301

Coral Gables, FL 33134

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Luis Alvarez Rivera, Vice Chairman
(Typed or printed name and capacity of person signing application)

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

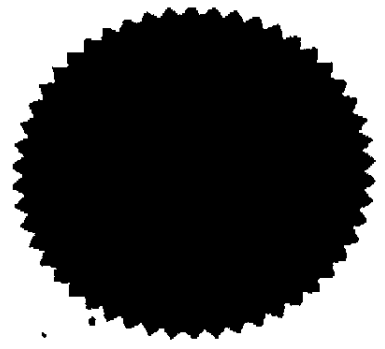
No. 275070

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,

LAR HOLDING, LTD.

is incorporated in the British Virgin Islands as an International Business
Company this 3rd day of April, 1998.

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands



SECRETARY OF STATE
TALLAHASSEE FLORIDA
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REGISTRAR OF COMPANIES

[Handwritten signature]

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