



THE UNITED STATES
CORPORATION
COMPANY

F980000006263

ACCOUNT NO. : 072100000032

REFERENCE : 997964 4340902

AUTHORIZATION :

Patricia Pijute

COST LIMIT : \$ 70.00

ORDER DATE : October 15, 1998

ORDER TIME : 9:56 AM

ORDER NO. : 997964-005

CUSTOMER NO: 4340902

CUSTOMER:

Michael P. Collins, Esq.
767 Third Avenue
31st Floor
New York, NY 10017

100002665321--1

W98-23540

FOREIGN FILINGS

NAME: EDIAN CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 11:06

9/11/13



ACCOUNT NO. : 072100000032

REFERENCE : 997964 4340902

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 1150.00

ORDER DATE : NOVEMBER 13, 1998

ORDER TIME : 9:56 AM

ORDER NO. : 997964-005

CUSTOMER NO: 4340902

CUSTOMER:

Michael P. Collins, Esq.
767 Third Avenue
31st Floor
New York, NY 10017

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_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
03 NOV 13 AM 9:53
DIVISION OF CORPORATION

October 16, 1998

CSC

SUBJECT: EDIAN CORPORATION
Ref. Number: W98000023540

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF CORPORATIONS
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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

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 \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business 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.

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: 298A00051249

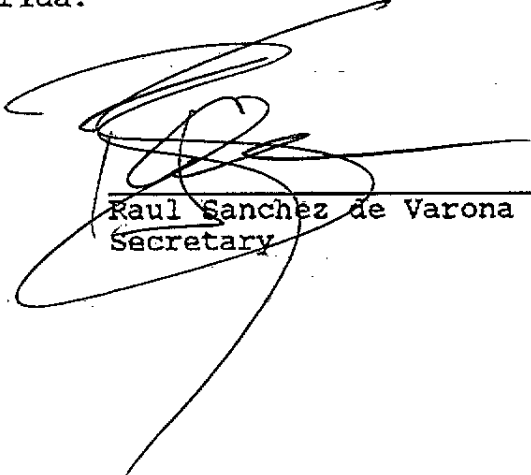
CERTIFICATION

I, Raul Sanchez de Varona, Secretary of Edian Corporation, a corporation duly organized under the laws of the State of Delaware, do hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 23rd day of October, 1998.

"RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the alternate name "Edian Investment Corporation" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida."

Dated: October 31, 1998



Raul Sanchez de Varona
Secretary

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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. Edian Corporation
(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. Delaware 3. 58-2381739
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/13/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2/7/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o Michael P. Collins, Esq., 767 Third Ave., 31st Floor
New York, New York 10017
(Current mailing address)
8. Any lawful act or activity
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Vicki Schreiber, Asst. V.P.
(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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DIVISION OF CORPORATIONS
98 OCT 16 AM 11:00

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: Carlos Salguero

Address: Antonio Maura 9
28014 Madrid, Spain

Vice Chairman: Stephen Salguero

Address: Antonio Maura 9
28014 Madrid, Spain

Director: --

Address: _____

Director: --

Address: _____

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

President: Carlos Salguero

Address: Antonio Maura 9
28014 Madrid, Spain

Vice President: Raul Sanchez de Varona

Address: 4649 Ponce de Leon Boulevard
Suite 400, Coral Gables, Florida 33146

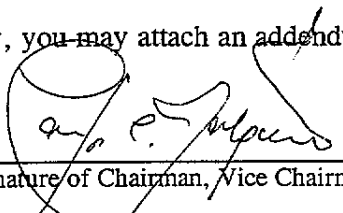
Secretary: Raul Sanchez de Varona

Address: 4649 Ponce de Leon Boulevard
Suite 400, Coral Gables, Florida 33146

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. Carlos Salguero, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDIAN CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 11:07

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9356530
10-15-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: