

F990000000364

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Taller de Enrique Norten Arquitectos, S.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002676789--8
-10/30/98-01058-001
*****87.50 *****87.50

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:

Enrique Norten
(Name of Person)
Taller de Enrique Norten Arquitectos, S.C.
(Firm/Company)
Guernavaca 114-PB. Colonia Condesa
(Address)
Mexico, D.F., 06140
(City/State/Zip)

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 98-24736

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

Enrique Norten at (5259) 211 80 04
(Name of Person) (Area Code & Daytime Telephone Number)

1/20/99

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

ENRIQUE NORTEN
TALLER DE ENRIQUE NORTEN ARQUITECTOS, S.
CUERNAVACA 114-PB. COLONIA CONDESA
MEXICO, D.F. 06140, MX

SUBJECT: TALLER DE ENRIQUE NORTEN ARQUITECTOS, S.C.
Ref. Number: W98000024736

We have received your document for TALLER DE ENRIQUE NORTEN ARQUITECTOS, S.C. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Please provide an English translation for the entity's name in your cover letter.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00053350

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEN ARQUITECTOS

January 12^h 1998
Mexico City

Ms Agnes Lunt
Document Specialist
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Ms. Lunt,

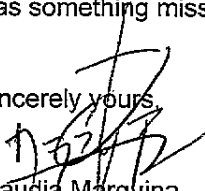
We received a few weeks ago a letter from you dated November 2 1998 which is attached to the present letter. We would like to have the firm TALLER DE ENRIQUE NORTEN ARQUITECTOS, S.C. registered in the State of Florida. We had previously sent you all our documentation required as well as the check, however as I understood, you just needed the translation of the entity's name which literally means *Studio of Enrique Nortén Architects, Civil Association*.

The English name proposed would be:

"TEN ARCHITECTS."

I am also attaching the document that you should already have (along with the official translation). If there was something missing, please let me know at your earliest convenience.

Sincerely yours,


Claudia Marquina
TEN Arquitectos.

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.*

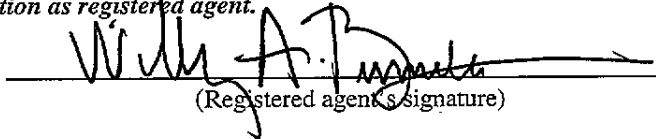
1. Taller de Enrique Norten Arquitectos, Sociedad Civil
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Mexico
(State or country under the law of which it is incorporated)
3. TEN940530R66 (mexican federal registration)
(FEI number, if applicable)
4. 1988
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Cuernavaca 114PB, Colonia Condesa
Mexico, D.F. 06140
(Current mailing address)
8. For a Joint Venture Agreement
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Bermello, Ajamil & Partners, Inc./Taller de Enrique Norten Arquitectos, S.C.

Office Address: 2601 South Bayshore Drive, 10th Floor
Miami, Florida, 33133
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address:

Vice Chairman: N/A

Address:

Director: N/A

Address:

Director: N/A

Address:

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

President: Enrique Norten

Address: Cuernavaca 114-PB. Colonia Condesa
Mexico, D.F., 06140

Vice President: Bernardo Gomez-Pimienta

Address: Cuernavaca 114-PB. Colonia Condesa
Mexico, D.F., 06140

Secretary: N/A

Address:

Treasurer: N/A

Address:

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. E. Norten
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Enrique Norten, President
(Typed or printed name and capacity of person signing application)

T R A N S L A T I O N

DEED NUMBER 53, 172

VOLUME NUMBER 555

CERTIFIED COPY

MOISES FARCA CHARABATI, ATTORNEY AND
NOTARY PUBLIC NO. 91 DULY COMMISSIONED FOR MEXICO
CITY, FEDERAL DISTRICT, Domiciled at: "SÉNECA NO. 55, COL.
POLANCO". TEL: 280-47-47.

(One Code): "sma*"

(One Code): OP:DF-814.

MF/

LEGAL INSTRUMENT NUMBER 53

BOOK 555

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN MEXICO CITY, FEDERAL DISTRICT, on June 23,
1994, I, MOISES FARCA CHARABATI, Notary Public Number 91
duly commissioned for Mexico City Federal District, certify:

THE FORMALITIES OF THE MINUTE RELATED
TO THE GENERAL AND SPECIAL MEETING OF PARTNERS FOR
THE COMPANY NAMED "**TALLER DE ENRIQUE NORTEN Y
ASOCIADOS, SOCIEDAD CIVIL**", held on May 30, 1994, in which
it was agreed to change the corporate name and the modification to First
Clause of the By-Laws, granted by Mr. LEOPOLDO NORTEN
ROLAND, acting in his capacity as Special Deputy for such Meeting,
which is subject to the following Representations and Clauses:

REPRESENTATIONS

I. ARTICLES OF INCORPORATION. Due to Charter 55,878 dated on May 3, 1988 granted before the affidavit of attestation of Mr. Othon Perez Fernandez del Castillo, acting in his capacity as Notary Public No. 63, duly commissioned for Mexico City, Federal District, which First Testimony was recorded in the Public Registry of Commerce for this Capital City upon mercantile folio number 16,791, on November 28, 1988 due to the appearance of its senior partners and previous permit granted by the Secretariat of Foreign Affairs, the company known as **"TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL"** was incorporated and domiciled in this Capital City, having a duration of 99 years, and a capital stock of \$5'000,000.00 (FIVE MILLION MEXICAN PESOS) (equivalent to \$5,000.00 New Pesos/Mexican Currency); from such instrument I transcribe in its relevant parts the following:

" ... **FIRST ARTICLE.** The Partnership shall be named as follows: **"TALLER DE ENRIQUE NORTEN Y ASOCIADOS"**, followed by the words **"SOCIEDAD CIVIL"** ("Civil Partnership" or its letters **"S.C."**) ...

... **FOURTH ARTICLE.** THE CORPORATE PURPOSE OF THE PARTNERSHIP SHALL BE: **A).** The preparation and consultation on projects of any kind. **B).** Consultation and supervision of filings, obtention of licenses and purchase of materials. **C).**

Administration of Works. **D).** Supervision of Works. **E).** Consultation in any branch of construction industry. **F).** Consultation and Supervision for sale and purchase of real estate. **G).** Preparation and filling of applications and sale contracts, services, maintenance, projects, design and decoration of interiors. **H).** Supervision, consultation and filing of deeds for sale and purchase, mortgage, barter, and lease of real property. **I).** All necessary and related items for decoration of interiors and design of furniture, maintenance and service of real property. **J.)** Direct and indirect hiring of professional services to achieve the corporate purposes of the Partnership. **K).** Hiring third party services to render service to customers. **L).** The purchase and sale, import and export of goods which are necessary for the realization of the corporate purpose, for the benefit of third parties. **M).** Hiring in an active or passive manner all kind of rendering of services, acquire through any title, patents, industrial trademarks, trade names, options, preferences and concessions of any authority. **N).** Be part of other companies with a similar purpose, issue, make, endorse or accept, guarantee, discount and subscribe all kind of credit instruments without being placed in the suppositions of Article 4 of the Law on the Money Market ("Ley del Mercado de Valores"), **O).** Acquire shares, participation, parts of interest, liabilities of companies or partnerships, be part of them. **P).** Accept or confer all kind of mercantile agencies and mandate which may be granted on its own behalf or on behalf of the principal or grantor. **Q).** Acquire, or by any other title to possess and exploit all kind of real estate, real right and personal rights, as well as the real property which may be necessary for the completion of its corporate purpose. **R).** Hire

FILED
99 JUN 29 AM 10:48
REGISTRY OF STATE
TALLAHASSEE, FLORIDA

the necessary personnel to enforce the mandates, agencies, services and other activities subject matter of its corporate purpose ...

... **THIRTEENTH ARTICLE.** The General Meeting of Partners is the Supreme Body of the Partnership, and it shall be integrated by all partners. It shall hold meetings at least two times a year, previous call to be made according to rules established by these By-Laws, and it shall know on all issues and business related with the development of the Partnership and the completion of its corporate purpose ...

... **FOURTEENTH ARTICLE.** The General Meeting of Partners, shall entered of the following issues: a). Appointment of a sole administrator for the partnership, or several administrators, and the same shall have the faculties which are established in this Agreement. b). Remuneration of partners and employees of this partnership. c). Allotment of earnings. d). Admission or exclusion of partners. e). Dissolution and liquidation of the Partnership and appointment of liquidators. The General Meeting of Partners shall be able to request the opinion of all partners on any resolution that the same wishes to adopt, however, it shall not be compelled to adopt the recommendations given to the same. f). And all issues related with the development of the partnership and the completion of its corporate purpose ...

... **FIFTEENTH ARTICLE.** The calls for the general meetings of partners shall be made in writing and addressed to the partners, or in any other legitimate form, at least 15 days in advance to

the date which is set forth to hold the meeting in the domicile they have registered in the Partnership. It shall not be required a previous call when all partners are present in such meeting and entitled to attend the same. It is not needed a previous call when the general meeting of partners establishes to hold periodic meetings ...

... **SIXTEENTH ARTICLE.** The meetings shall be considered as legally integrated, when there is a presence of, at least the majority of partners entitled to attend the same, and, in order that the resolutions of the meetings be valid, it is required the affirmative vote of the partners who are present, save those cases in which this Agreement demands an unanimous voting result. The resolutions legally adopted shall compel all partners, even those absent and dissident partners. All partners shall have the right to speak and shall enjoy one vote, but they shall attend the meetings personally, without the admission of any form of representation ...

... **SEVENTEENTH ARTICLE.** In reference to general meetings of partners, any of the partners acting as administrators and who are present in the same, shall be entitled to a casting vote in case of a tie in respect to the adopted resolutions ...

... **EIGHTEENTH ARTICLE.** Per each meeting there shall be a Minute to be registered in the corresponding book and it shall be signed by all the partners who are present ..."

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

II. MINUTE TO BE FORMALIZED. The total number of partners for "**TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL**", held, on May 30, 1994, a general and special meeting of partners, which is recorded in pages 16 to 18 of Book for Minutes to be used by the Partnership. Next, I hereby transcribe in its entirety the Minute of the Meeting above cited:

"In Mexico City, Federal District, Mexico at 10:00 A.M. on May 30, 1994, in the registered domicile of "**TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL**", the following partners: MESSRS. ENRIQUE NORTEN ROSENFELD, BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR and LEOPOLDO NORTEN ROLAND, held a special and general meeting of partners, and they were previously called in time and fashion. -----

The Meeting was presided by Mr. ENRIQUE NORTEN ROSENFELD, and Mr. BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR acted as Secretary, and Mr. LEOPOLDO NORTEN ROLAND acted as Scrutineer.

The meeting was attended by the three social parts which integrate the capital stock of the Partnership as follows:

<u>PARTNER</u>	<u>STOCK</u>
Enrique Nortén Rosenfeld	1

FILED
99 JAN 20 10:18
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

Bernardo Luis Rogelio Gomez Pimienta Magar	1	<u>NS\$1,000.00</u>
Leopoldo Norten Roland	<u>1</u>	<u>NS\$1,000.00</u>
TOTAL	3	<u>NS\$5,000.00</u>

In virtue of the presence in the meeting of the entirety of the social parts in which the capital stock is divided, with legal grounds in Article 188 of the General Law on Mercantile Partnerships ("Ley General de Sociedades Mercantiles") 15 and 16 of the Partnership's By-Laws, the President declared the Meeting as legally integrated, notwithstanding that the respective call was not published, and he submitted upon the consideration of the Meeting the following:

AGENDA

I. Change of corporate name

II. Appointment of deputies to formalize the resolutions to be adopted by the Meeting.

ONE. In connection with First Item of the Agenda, the President expressed to the Meeting that in order to give a new corporate image to the Partnership, it is convenient to change its corporate name to be called as follows: **"TALLER ENRIQUE NORTEN ARQUITECTOS"**, **"SOCIEDAD CIVIL"**, and it was proposed for such effect the adoption of the respective resolution.

FILED
 99 JAN 20 AM 10:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

After the comments were made on the above topic by the President, the Meeting due to an unanimous voting result adopted the following:

RESOLUTIONS

The corporate name is changed from "**TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL**" to "**TALLER DE ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD CIVIL**".

As a consequence of the resolution adopted above, it is modified the First Article of the By-Laws of the Partnership to be written as follows:

"FIRST ARTICLE. The Partnership shall be named as follows: "**TALLER ENRIQUE NORTEN ARQUITECTOS**", followed by the words "**SOCIEDAD CIVIL**" ("Civil Partnership") or its letters "**S.C.**"

TWO. In connection with this issue of the Agenda the President expressed to the Meeting the need to appoint the person or persons who, in representation of the Partnership shall have to appear before the Notary Public to formalize the Minute to be prepared as a consequence of this meeting, making a proposal to appoint for such purpose the following persons: MESSRS. ENRIQUE NORTEN ROSENFELD, BERNARDO LUIS ROGELIO GOMEZ PIMENTA MAGAR and LEOPOLDO NORTEN ROLAND.

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Meeting by an unanimous voting result adopted the following:

RESOLUTION

"An appointment as Special Deputies for the Meeting is made in favor of the following persons: MESSRS. ENRIQUE NORTEN ROSENFELD, BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR and LEOPOLDO NORTEN ROLAND, so that jointly or severally, and indistinctly, any of them may appear before Notary Public of their choice to grant the documents which might be necessary to comply with in order to formalize the adopted resolutions by this Meeting, including the recording of the corresponding Minute, and file the recording of the notarial testimony or testimonies containing such formality in the Public Registry of Commerce for the Federal District.

Due to the fact that there was not any other issue to be transacted, the Meeting was adjourned for the necessary time to prepare the present Minute, and the same was read afterwards, approved and signed by all those individuals who participated in such Minute.

It is established for the record that at the moment of adopting all and each one of the resolutions herein contained, the entirety of the capital stock of the Partnership was represented and it also participated in the same.

FILED
99 JUN 20 AM 10:48
SECRETARY OF STATE
TAMPAH, FLORIDA

III. The one who appears assures me, upon his most strict responsibility, and he states under oath on the authenticity of the Minute above transcribed and the signatures which appear on such Minute.

"On the upper left margin: One seal with the National Emblem with the following information: UNITED MEXICAN STATES - SECRETARIAT OF FOREIGN AFFAIRS, MEXICO.- On the upper right margin PERMIT 09021209 .- FILE 8809011010. FOLIO 36624. TEXT: In attention to the application filed by Raul Millares Jurado, in representation of "TALLER DE ENRIQUE NORTEN Y ASOCIADOS, S.C." this Secretariat grants permit to change the corporate name FROM: TALLER DE ENRIQUE NORTEN Y ASOCIADOS TO: TALLER ENRIQUE NORTEN ARQUITECTOS, S.C.

FILED
99 JAN 20 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IT IS GRANTED to the applicant a permit to modify its Articles of Incorporation in terms above specified, the same shall contain the clause referred to by Article 30 or the Agreement provided by Article 31 of the Regulations to the Law to Promote the Mexican Investment and Regulate the Foreign Investment ("Reglamento para Promover la Inversión Mexicana y Regular la Inversión Extranjera") according to the case.

The above is informed with legal grounds in Article 27 of the Mexican Constitution in its Section I, Article 1 of its Law, and in terms of Article 28 Section V of the Law for the Organization of The Federal Public Administration ("Ley Orgánica de la Administración Pública Federal"). This permit ceases its effects, if the same is not used within the 90 working days after its issuance date. LEGAL GROUND: ARTICLE 16 OF THE LAW ON INVESTMENTS ---- Tlatelolco, D.F., June 03, 1994.

(One Caption): "EFFECTIVE VOTE AND NO REELECTION".- THE UNDER-DIRECTOR OF PARTNERSHIPS - ERNESTO AMADOR RAMIREZ.- Flourish.- Seal with National Emblem stating the following: UNITED MEXICAN STATES. SECRETARIAT OF FOREIGN AFFAIRS. GENERAL OFFICE OF LEGAL AFFAIRS. A-2".

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

After the above was expressed, the one who appears grants the following:

CLAUSES

FIRST. Mr. LEOPOLDO NORTEN ROLAND, in representation of **"TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL"**, as Special deputy of the General and Special Meeting of Partners dated on May 30, 1994, FORMALIZES, for all its legal effects, the Minute of the Meeting above cited, which has been transcribed in Representation II (Roman Two) of the present instrument, and it is considered as reproduced as if the same were inserted word by word, for all the legal effects.

SECOND. In conformity with the agreed terms in the Minute of the Meeting to be formalized, by the present instrument is accepted the change of corporate name from **"TALLER DE ENRIQUE NORTEN Y ASOCIADOS, SOCIEDAD CIVIL"** to **"TALLER ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD CIVIL"**, amending for such effects the First Article of its By-Laws, in the following terms:

FIRST ARTICLE. The Partnership shall be named as follows: **"TALLER DE ENRIQUE NORTEN ARQUITECTOS"**, followed by the words **"SOCIEDAD CIVIL"** ("Civil Partnership") or its letters **"S.C."**

PERSONALITY

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. **LEOPOLDO NORTEN ROLAND** accredits the personality by means of which he appears before my presence, stating in an expressed manner and under oath, that such personality has not been revoked, suspended or limited in any manner whatsoever, as well as the existence and legal capacity of his principal, with the items related and already transcribed in the representations of this instrument, and they are herein reproduced as if the same were inserted word by word.

GENERAL DATA

The one who appears stated in an expressed manner and under oath his general data as follows: he has Mexican nationality by naturalization, as it is accredited with his Certificate of Mexican Nationality number 7, File "VII/521.2-43/182694", issued in his name by the Secretariat of Foreign Affairs, on March 27, 1958, he was born in Berlin-Pankow, Germany on November 30, 1915, he is married, having the occupation as Industrialist, and domiciled at: "Cuernavaca No. 114, Planta Baja, Colonia Condesa, C.P. 06140, México, D.F."

He uses as an ID his Certificate of Mexican Nationality by Naturalization before cited.

I, THE NOTARY PUBLIC CERTIFY THAT:

I. I know the one who appears, and I consider him with legal capacity to execute this legal act.

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

II. That the items cited and inserted are true in accordance with the original documents I referred to, and I had them at sight.

III. I have read this instrument to the one who appears and after I explained the value and the legal consequences of its contents, he expressed his conformity and he signed on the date above.

SIGNATURE: LEOPOLDO NORTEN ROLAND
- FLOURISH

BEFORE ME: MOISES FARCA CHARABATI -
NOTARY PUBLIC NO. 91 MEXICO, FEDERAL DISTRICT, UNITED
MEXICAN STATES".

NEXT, I HEREBY AUTHORIZE IN A DEFINITIVE
MANNER THIS INSTRUMENT BECAUSE THE SAME COMPLIES
WITH ALL LEGAL REQUIREMENTS.

MOISES FARCA CHARABATI.- FLOURISH - THE
AUTHORIZING SEAL: "MOISES FARCA CHARABATI,
ATTORNEY AND NOTARY PUBLIC NO. 91, MEXICO CITY,
FEDERAL DISTRICT, UNITED MEXICAN STATES".

COMPLEMENTARY NOTES

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST NOTE. On June 26, 1994, on this date it was issued in 6 pages the FIRST and SECOND testimonies in favor of "TALLER DE ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD CIVIL", as interested party. I hereby attest.- MOISES FARCA CHARABATI.- Flourish.

SECOND NOTE.- ON SEPTEMBER 26, 1995, ON THIS DATE, IT WAS ISSUED IN 6 PAGES THE THIRD TESTIMONY IN FAVOR OF "TALLER DE ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD CIVIL", AS INTERESTED PARTY. I HEREBY ATTEST.- MOISES FARCA CHARABATI.- Flourish.

THIRD NOTE.- ON NOVEMBER 29, 1995, ON THIS DATE IT WAS ISSUED IN 6 PAGES, THREE CERTIFIED COPIES IN FAVOR OF "TALLER DE ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD CIVIL", AS INTERESTED PARTY. I HEREBY ATTEST.- MOISES FARCA CHARABATI.- Flourish.

FOURTH NOTE.- THE TESTIMONY REFERRED TO BY THE FIRST NOTE WAS DULY REGISTERED IN THE PUBLIC REGISTRY OF PROPERTY AND COMMERCE FOR THE FEDERAL DISTRICT, IN THE REAL FOLIO FOR LEGAL ENTITIES UPON NUMBER 16791 ON JANUARY 3rd., 1996. I HEREBY ATTEST.- MOISES FARCA CHARABATI.- Flourish.

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS A CERTIFIED COPY ISSUED FOR
"TALLER DE ENRIQUE NORTEN ARQUITECTOS, SOCIEDAD
CIVIL", AS INTERESTED PARTY.

IT IS WRITTEN WITH PERMANENT INK, IT WAS
COMPARED AND IT IS INTEGRATED BY SIX USEFUL PAGES. I
HEREBY ATTEST.

MEXICO CITY, FEDERAL DISTRICT,

OCTOBER 23, 1998

(One Signature)

(One Seal): UNITED MEXICAN STATES, MOISES
FARCA CHARABATI, ATTORNEY AND NOTARY PUBLIC NO. 91
DULY COMMISSIONED FOR MEXICO CITY, FEDERAL
DISTRICT.

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



1

OP:DF-814. MF/grm.

- - - - - INSTRUMENTO NUMERO CINCUENTA Y TRES MIL CIENTO
SETENTA Y DOS - - - - -

- - - - - LIBRO QUINIENTOS CINCUENTA Y CINCO - - - - -

- - - - - EN MEXICO, DISTRITO FEDERAL, a los veintitrés días
del mes de junio de mil novecientos noventa y cuatro, MOISES
FARCA CHARABATI, Titular de la Notaría Noventa y Uno del
Distrito Federal, hace constar: - - - - -

- - - - - LA PROTOCOLIZACION DEL ACTA DE ASAMBLEA GENERAL
EXTRAORDINARIA DE SOCIOS de "TALLER DE ENRIQUE NORTEN Y
ASOCIADOS", SOCIEDAD CIVIL, celebrada el treinta de mayo de mil
novecientos noventa y cuatro, en la que se acordó el cambio de
denominación de la sociedad y la reforma a la cláusula primera
de los estatutos sociales, que otorga el señor LEOPOLDO NORTEN
ROLAND, en su carácter de Delegado Especial de dicha Asamblea,
que se consigna al tenor de los siguientes antecedentes y
cláusulas: - - - - -

- - - - - A N T E C E D E N T E S - - - - -

- - - - - I.- ESCRITURA CONSTITUTIVA: - Por escritura número
cincuenta y cinco mil ochocientos setenta y ocho, de fecha tres
de mayo de mil novecientos ochenta y ocho, otorgada ante el
señor Licenciado Othon Pérez Fernández del Castillo, titular de
la Notaría Número Sesenta y Tres del Distrito Federal, cuyo
primer testimonio quedó inscrito en el Registro Público de
Comercio de esta Ciudad, en el folio mercantil número DIECISEIS
MIL SETECIENTOS NOVENTA Y UNO el veintiocho de noviembre de mil
novecientos ochenta y ocho, por comparecencia de sus fundadores
y previo permiso concedido por la Secretaría de Relaciones

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 JAN 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2

Exteriores, se constituyó "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, con domicilio en esta Ciudad, duración de noventa y nueve años, capital social de CINCO MILLONES DE PESOS, Moneda Nacional, (equivalente a cinco mil nuevos pesos, moneda nacional); de dicho instrumento copio en lo conducente lo siguiente: ".....ARTICULO PRIMERO.- La Sociedad se denominará "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", denominación que irá seguida de las palabras SOCIEDAD CIVIL, ó de sus siglas S.C.-ARTICULO CUARTO.-EL OBJETO DE LA SOCIEDAD SERA: A).- Elaboración y Asesoría en proyectos de todo tipo.- - B).- Asesoría y Supervisión de trámites, obtención de Licencias y compra de materiales.- - C).- Administración de obras.- - D).- Supervisión de obras.- - E).- Asesoría en cualquier ramo de la construcción.- - F).- Asesoría y supervisión para venta y compra de inmuebles.- - G).- Elaboración y redacción de solicitudes y contratos de venta, servicios, mantenimiento, proyectos, diseños y decoración de interiores.- - H).- Supervisión, Asesoría y tramitación de escrituras para compra venta, hipotecas, permutas, y arrendamiento de bienes inmuebles.- - I).- Todo lo necesario y relacionado con decoración de interiores y diseño de muebles, mantenimiento y servicio de Inmuebles.- - J).- Contratación directa e indirecta de servicios profesionales para el logro de los objetivos de la sociedad.- - K).- Contratar servicios de terceros para dar servicio a la clientela.- - L).- Comprar y vender, importar o exportar los bienes necesarios para la realización del objeto social, en beneficio de terceros.- - M).- Contratar activa o pasivamente toda clase de prestaciones



de servicios, adquirir por cualquier título, patentes, marcas industriales, nombres comerciales, opciones, preferencias y concesiones de alguna autoridad.- - N).- Formar parte de otras sociedades de objeto similar, emitir, girar, endosar o aceptar, avalar, descontar, y suscribir toda clase de títulos de crédito sin que se ubiquen en los supuestos del artículo cuarto de la Ley del Mercado de Valores.- - O).- Adquirir acciones, participaciones, partes de interés, obligaciones de empresas o sociedades, formar parte en ellas.- - P).- Aceptar o conferir toda clase de comisiones mercantiles y mandatos obrando en su propio nombre o en nombre del comitente o mandante.- - Q).- Adquirir o por cualquier otro título poseer y explotar toda clase de bienes muebles, derechos reales y personales así como los inmuebles necesarios para su objeto.- - R).- Contratar al personal necesario para el cumplimiento de mandatos, comisiones, servicios y demás actividades propias de su objeto.-ARTICULO DECIMO TERCERO.- La Asamblea General de Socios, es el órgano supremo de la Sociedad, y se integrará por todos los socios. Se reunirá por lo menos dos veces al año previa convocatoria que se haga conforme a lo establecido por estos estatutos, y conocerá de todos los asuntos y negocios relacionados con el desarrollo de la Sociedad y el cumplimiento de su objeto. - -ARTICULO DECIMO CUARTO.- La Asamblea General de socios conocerá de los siguientes asuntos: - - - a).- Nombramiento de un Administrador Unico de la Sociedad o varios administradores, mismos que tendrán las facultades establecidas en este contrato.- - - b).- Remuneración de los socios y empleados de esta Sociedad.- -

FILED
1999 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 JAN 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4

c).- Repartición de utilidades.- - d).- Admisión o exclusión de socios.- - e).- Disolución y liquidación de la Sociedad y nombramiento de liquidadores. La Asamblea General de Socios podrá solicitar la opinión de todos los socios, sobre cualquier resolución que desee adoptar, sin embargo, no estará obligado a adoptar las recomendaciones que se le hagan.- - f).- Y de todos los asuntos relacionados con el desarrollo de la Sociedad y del cumplimiento de su objeto social.- - ARTICULO DECIMO QUINTO.-

Las convocatorias para las Asambleas Generales de Socios serán hechas por escrito a los socios, o en cualquier otra forma fehaciente, cuando menos con quince días de anticipación a la fecha de la Asamblea, en el domicilio que tengan registrado en la Sociedad.- - No se requerirá convocatoria previa cuando estén presentes en la Asamblea todos los socios que tengan derecho a asistir a ella. Tampoco se requerirá convocatoria previa cuando la Asamblea General de Socios establezca la celebración de Asambleas periódicas.- - ARTICULO DECIMO SEXTO.- Las Asambleas se considerarán legalmente reunidas estando presentes cuando menos la mayoría de los socios con derecho a asistir a ellas y para que las resoluciones de las Asambleas sean válidas se requerirá el voto afirmativo de la mayoría de los socios presentes, salvo en los casos en que este contrato exija unanimidad. Las resoluciones legalmente adoptadas obligarán a todos los socios, aún a los ausentes y disidentes. Todos los socios tendrán voz y gozarán de un voto, pero deberán concurrir a las Asambleas personalmente, aún que se admita forma alguna de representación. - - ARTICULO DECIMO SEPTIMO.- Tratándose de Asambleas Generales de Socios, cualesquiera de



5

los socios administradores presentes en ella tendrán voto de calidad en caso de empate respecto de las resoluciones adoptadas. - - - ARTICULO DECIMO OCTAVO.- De cada Asamblea se levantará un acta que se asentará en el libro correspondiente y que será firmada por todos los socios presentes. - - -

- - - - - II.- ACTA DE ASAMBLEA QUE SE PROTOCOLIZA: - El total número de socios "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, se reunieron el día treinta de mayo de mil novecientos noventa y cuatro, con el objeto de celebrar una Asamblea General Extraordinaria de Socios, la cual obra asentada a fojas de la dieciséis a la dieciocho del libro de Acta de Asamblea para uso de la Sociedad. A continuación transcribo íntegramente el acta de la Asamblea antes mencionada. - - - - -

- - - - - Distrito Federal, México, a las 10:00 del 30 de mayo de 1994, se reunieron en el domicilio social de "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, los socios señores ENRIQUE NORTEN ROSENFELD, BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR y LEOPOLDO NORTEN ROLAND, con objeto de celebrar una ASAMBLEA GENERAL EXTRAORDINARIA DE SOCIOS a la que fueron previa y oportunamente convocados. - - - - -

- - - - - Presidió la Asamblea el señor Enrique Nortén Rosenfeld, actuó como Secretario el señor Bernardo Luis Rogelio Gómez Pimiento Magar y como escrutador el señor LEOPOLDO NORTEN ROLAND. - - - - -

- - - - - Se encuentran presentes en la asamblea las tres partes sociales que integran el capital de la Sociedad, como sigue: - - - - -

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 JAN 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6

<u>S O C I O</u>	<u>P A R T E S O C I A L</u>	<u>C A P I T A L</u>
SR. ENRIQUE NORTEN ROSENFELD	1	N\$ 3,000.00
SR. BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR	1	N\$ 1,000.00
SR. LEOPOLDO NORTEN ROLAND	1	N\$ 1,000.00
T O T A L:	3	N\$ 5,000.00

- - - - - En virtud de encontrarse presentes en la Asamblea la totalidad de las partes sociales en que se divide el capital de la sociedad, con fundamento en el artículo 188 de la Ley General de Sociedades Mercantiles así como en los artículos Décimo Quinto y Décimo Sexto de sus Estatutos de la Sociedad, el Presidente declaró la Asamblea legalmente instalada, no obstante no haberse publicado la convocatoria respectiva, y sometió a consideración de la Asamblea el siguiente - - - - -

- - - - - ORDEN DEL DIA - - - - -

- - - - - I.- Cambio de denominación de la sociedad. - - - - -

- - - - - II.- Designación de delegados que formalicen las resoluciones que se adopten en la asamblea. - - - - -

- - - - - PUNTO UNO. En relación con el primer punto del Orden del Día el Presidente expuso a la Asamblea que con motivo de dar una nueva imagen corporativa a la sociedad, resulta conveniente cambiar su denominación social por la de "TALLER ENRIQUE NORTEN ARQUITECTOS", SOCIEDAD CIVIL, proponiendo al efecto la adopción de la resolución consecuente. - - - - -

- - - - - Después de comentar ampliamente sobre lo expuesto por el Presidente, la Asamblea por unanimidad de votos, adoptó las siguientes - - - - -

- - - - - RESOLUCIONES - - - - -

- - - - - Se cambia la denominación de "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, por la de "TALLER ENRIQUE

- - - - - No habiendo otro asunto que tratar se suspendió la Asamblea por el tiempo necesario para la preparación de la presente acta, la cual fue posteriormente leída, aprobada y firmada por todos los que en ella intervinieron. - - - - -

- - - - - Se hace constar que al momento de adoptar todas y cada una de las resoluciones contenidas en esta acta estuvo representada y participó la totalidad del capital de la sociedad. - - - - -

- - - - - Se levantó la Asamblea a las 11:00 del 30 de mayo de 1994.- - ENRIQUE NORTEN ROSENFELD.- - BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR.- - LEOPOLDO NORTEN ROLAND.- - Tres firmas". - - - - -

- - - - - III.- El compareciente me asegura bajo su mas estricta responsabilidad y manifiesta bajo protesta de decir verdad, de la autenticidad del acta transcrita y de las firmas que aparecen en dicha acta. - - - - -

- - - - - IV.- PERMISO DE LA SECRETARIA DE RELACIONES EXTERIORES: - "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, solicitó y obtuvo de la Secretaría de Relaciones Exteriores, permiso para cambiar su denominación por la de "TALLER ENRIQUE NORTEN ARQUITECTOS", SOCIEDAD CIVIL, dicho permiso se agrega al apéndice, en el legajo marcado con el número de este instrumento y bajo la letra "A", el cual se transcribe íntegramente a continuación: - - - - -

- - - - - "Al margen superior izquierdo: sello con el Escudo Nacional que dice: ESTADOS UNIDOS MEXICANOS - SECRETARIA DE RELACIONES EXTERIORES - MEXICO.- Al margen superior derecho: PERMISO 09021209.- - EXPEDIENTE 8809011010.- - 09021209.- - TEXTO: En atención a la solicitud presentada el

FILED
JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 JAN 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8

- - - - - No habiendo otro asunto que tratar se suspendió la Asamblea por el tiempo necesario para la preparación de la presente acta, la cual fue posteriormente leída, aprobada y firmada por todos los que en ella intervinieron. - - - - -

- - - - - Se hace constar que al momento de adoptar todas y cada una de las resoluciones contenidas en esta acta estuvo representada y participó la totalidad del capital de la sociedad. - - - - -

- - - - - Se levantó la Asamblea a las 11:00 del 30 de mayo de 1994.- - ENRIQUE NORTEN ROSENFELD.- - BERNARDO LUIS ROGELIO GOMEZ PIMIENTA MAGAR.- - LEOPOLDO NORTEN ROLAND.- - Tres firmas". - - - - -

- - - - - III.- El compareciente me asegura bajo su mas estricta responsabilidad y manifiesta bajo protesta de decir verdad, de la autenticidad del acta transcrita y de las firmas que aparecen en dicha acta. - - - - -

- - - - - IV.- PERMISO DE LA SECRETARIA DE RELACIONES EXTERIORES: - "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, solicitó y obtuvo de la Secretaría de Relaciones Exteriores, permiso para cambiar su denominación por la de "TALLER ENRIQUE NORTEN ARQUITECTOS", SOCIEDAD CIVIL, dicho permiso se agrega al apéndice, en el legajo marcado con el número de este instrumento y bajo la letra "A", el cual se transcribe íntegramente a continuación: - - - - -

- - - - - "Al margen superior izquierdo: sello con el Escudo Nacional que dice: ESTADOS UNIDOS MEXICANOS - SECRETARIA DE RELACIONES EXTERIORES - MEXICO.- Al margen superior derecho: PERMISO 09021209.- - EXPEDIENTE 8809011010.- - FOLIO 36624.- TEXTO: En atención a la solicitud presentada por el C. RAUL



9

MILLARES JURADO en representación de TALLER DE ENRIQUE NORTEN Y ASOCIADOS SC. Esta Secretaría concede permiso para cambiar la denominación.-----

DE: TALLER DE ENRIQUE NORTEN Y ASOCIADOS SC.-----

A: TALLER ENRIQUE NORTEN ARQUITECTOS, SC.-----

----- CONCEDIDO a la solicitante permiso para reformar su escritura constitutiva en los términos arriba especificados, esta deberá contener la cláusula a que alude el artículo 30 o el convenio que señala el artículo 31 del Reglamento de la Ley para Promover la Inversión Mexicana y Regular la Inversión Extranjera según sea el caso.-----

----- Lo anterior se comunica con fundamento en el artículo 27 Constitucional Fracción I, 1 de su Ley y en los términos del Artículo 28 fracción V de la Ley Orgánica de la Administración Pública Federal. Este permiso dejará de surtir efectos si no se hace uso del mismo dentro de los 90 días hábiles siguientes a la fecha de su expedición.- FUNDAMENTO: ARTÍCULO 16 DE LA LEY DE INVERSION.- - - - Tlatelolco, D.F., 03 Jun de 1994.- -

SUFRAGIO EFECTIVO. NO REELECCION.- EL SUBDIRECTOR DE SOCIEDADES - LIC. ERNESTO AMADOR RAMIREZ.- Rúbrica.- Sello con el Escudo Nacional que dice: ESTADOS UNIDOS MEXICANOS.-- SECRETARIA DE RELACIONES EXTERIORES.- DIRECCIÓN GENERAL DE ASUNTOS JURIDICOS.- A-2".-----

----- EXPUESTO LO QUE ANTECEDE EL COMPARECIENTE OTORGA LAS SIGUIENTES:-----

----- C L A U S U L A S -----

----- PRIMERA. - El señor LEOPOLDO NORTEN ROLAND, en representación de "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, como Delegado Especial de la Asamblea General

FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Extraordinaria de Socios de fecha treinta de mayo de mil novecientos noventa y cuatro, deja PROTOCOLIZADA para todos sus efectos legales el Acta de la referida Asamblea, que ha quedado transcrita en el antecedente II (dos romano) del presente instrumento y que se tiene aquí por reproducida como si a la letra se insertase, para todos los efectos legales. - - - - -

- - - - - SEGUNDA.- De conformidad con lo acordado en el acta de la Asamblea que se protocoliza, por el presente instrumento se consigna el cambio de denominación de "TALLER DE ENRIQUE NORTEN Y ASOCIADOS", SOCIEDAD CIVIL, por la de "TALLER ENRIQUE NORTEN ARQUITECTOS", SOCIEDAD CIVIL, reformando al efecto el artículo primero de sus estatutos sociales, en los siguientes términos: - - - - -

- - - - - "ARTICULO PRIMERO. La sociedad se denominará "TALLER ENRIQUE NORTEN ARQUITECTOS", denominación que irá seguida de las palabras SOCIEDAD CIVIL ó de sus siglas S.C." - - - - -

- - - - - P E R S O N A L I D A D - - - - -

- - - - - El señor LEOPOLDO NORTEN ROLAND, acredita la personalidad con que comparece, declarando de manera expresa y bajo protesta de decir verdad, que no le ha sido revocada, suspensión ni limitada en forma alguna, así como la existencia y capacidad legal de su representada, con lo relacionado y transcrito en los antecedentes de este instrumento, y que se tienen aquí por reproducidos como si se insertasen a la letra. -

- - - - - G E N E R A L E S - - - - -

- - - - - El compareciente manifestó de manera expresa y bajo protesta de decir verdad, por sus generales ser: de nacionalidad mexicana por naturalización, como lo acredita con su certificado de nacionalidad mexicana número siete,

FILED

99 JAN 20 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



11

expediente "VII/521.2-43/182694", expedida a su favor por la
Secretaría de Relaciones Exteriores, el veintisiete de marzo de
mil novecientos cincuenta y ocho, originario de Berlin-
Pankow, Alemania, donde nació el treinta de noviembre de mil
novecientos quince, casado, industrial y con domicilio en la
calle de Cuernavaca número cien catorce, Planta Baja, Colonia
Concha, código postal cero seis mil ciento cuarenta de esta
Ciudad. - - - - -

- - - - - Se identifica con su certificado de nacionalidad
mexicana por naturalización antes relacionado. - - - - -

- - - - - YO, EL NOTARIO CERTIFICO: - - - - -

- - - - - I.- Que conozco al compareciente y lo conceptúo
legalmente capacitado para la celebración de este acto. - - - - -

- - - - - II.- Que lo relacionado e inserto concuerda fielmente
con sus originales a los que me remito y he tenido a la vista. - - - - -

- - - - - III. - Que leído este instrumento al compareciente y
habiéndole explicado el valor y las consecuencias legales de su
contenido, manifestó su conformidad y firma el día de su fecha.

- - - - - F I R M A: - LEOPOLDO NORTEN ROLAND. - RUBRICA. - - - - -

- - - - - ANTE MI: MOISES FARCA CHARABATI. - RUBRICA. - EL SELLO
DE AUTORIZAR: "LIC. MOISES FARCA CHARABATI. - NOTARIA No. 91. -
MEXICO, DISTRITO FEDERAL. - ESTADOS UNIDOS MEXICANOS". - - - - -

- - - - - ACTO CONTINUO, AUTORIZO DEFINITIVAMENTE ESTE
INSTRUMENTO POR HABERSE CUMPLIDO LOS REQUISITOS LEGALES. - - - - -

- - - - - MOISES FARCA CHARABATI. - RUBRICA. - EL SELLO DE
AUTORIZAR: "LIC. MOISES FARCA CHARABATI. - NOTARIA No. 91. -
MEXICO, DISTRITO FEDERAL. - ESTADOS UNIDOS MEXICANOS". - - - - -

ES COPIA CERTIFICADA TESTIMONIO QUE SE EXPIDE PARA EL TALLER
ENRIQUE NORTEN ARQUITECTOS", SOCIEDAD CIVIL, COMO INTERESADO.

FILED
MAR 20 AM 10:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

12

ESTA ESCRITA CON TINTA FIJA, COTEJADA Y VA EN SEIS FOJAS
UTILES.- DOY FE.-----
MEXICO, DISTRITO FEDERAL, A VEINTIOCHO DE AGOSTO DE MIL
NOVECIENTOS NOVENTA Y CINCO.-----

[Handwritten signature]



FILED
99 JAN 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA