

Document Number Only

F99000002073

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002846832--8

-04/22/99--01014--004

*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Celsur Logistics, Ltd., Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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Thanks, Melanie

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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6/22/99

CR2E031 (1-89)

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. Celsur Logistics, 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. January 26, 1999

(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 817.156, F.S.))

7. c/o Bassini, Playfair & Associates, One Rockefeller Plaza, 30th Floor,

New York 10020

(Current mailing address)

8. Logistics & Transportation

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine

Plantation, Florida, 33324

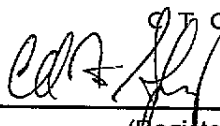
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

CT Corporation System



(Registered agent's signature) (Officer)

Charles F. Shampang, Assistant Secretary

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: see attached list of officers

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. *Duane D. Morse*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Duane D. Morse, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

APPENDIX A

OFFICERS AND DIRECTORS OF CELSUR LOGISTICS, LTD.

OFFICERS:

Sanford Antignas, President and Chief Executive Officer

Bassini, Playfair & Associates, LLC
One Rockefeller Plaza, 30th Floor
New York, New York 10020

Leonard R. Bennett, Chairman Emeritus

2526 Northwest 59th Street
Boca Raton, FL 33496

Leslie Wiess, Chief Operating Officer

2000 Glades Road
Suite 312
Boca Raton, FL 33431

Gary Retelny, Secretary

Bassini, Playfair & Associates, LLC
One Rockefeller Plaza, 30th Floor
New York, New York 10020

Duane D. Morse, Assistant Secretary

Wilmer, Cutler & Pickering
2445 M Street, NW
Washington D.C. 20037

DIRECTORS:

Sanford Antignas

Bassini, Playfair & Associates, LLC
One Rockefeller Plaza, 30th Floor
New York, New York 10020

Gary Retelny

Bassini, Playfair & Associates, LLC
One Rockefeller Plaza, 30th Floor
New York, New York 10020

Leonard R. Bennett

2526 Northwest 59th Street
Boca Raton, FL 33496

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TALLAHASSEE, FLORIDA



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

CERTIFICATE OF GOOD STANDING

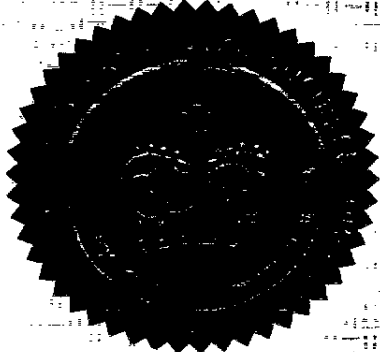
(Section 14)

No. 309805

CELSUR LOGISTICS, LTD.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap. 291) on the 26th day of January, 1999 as Company No. 309805 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 9th day of April, 1999

CRTI004MV

REGISTRAR OF COMPANIES



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CLERK OF THE COURT
JUDICIAL OFFICE
ROAD TOWN
TORTOLA
BVI