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GEORGE, BUCHMAN & LEIGH

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

3050 TWO ALLEN CENTER

1200 SMITH

HOUSTON, TEXAS 77002-4308

KEVIN H. GEORGE

BOARD CERTIFIED - CIVIL TRIAL LAW

TEXAS BOARD OF LEGAL SPECIALIZATION

TELEPHONE (713) 655-0200

TELECOPIER (713) 655-9035

June 29, 1999

To: Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002919913--7

-06/30/99-01076-001

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

Subject: Application of ITF, Inc. for "Authorization to Transact Business in Florida" as
ITF, Inc. of Texas

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence" and "Authorization of the Board of Directors", 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:

Kevin H. George
George, Buchman & Leigh P.C.
1200 Smith, Suite 3050
Houston, Texas 77002

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

Kevin H. George at (713) 655-0200.

Enclosed please find an original and one copy of the application for authorization to transact business in Florida together with a check (\$70.00) for filing fees. Please place your filing stamp on the margin of the extra copy and return in enclosed self-addressed, stamped envelope for our records.

Very Truly Yours,

Kevin H. George

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 30 AM 9:45

KHG/llo
Encl.

AL

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Carlos David Cuiñado, do hereby certify that this Resolution of the Board of Directors of ITF, Inc. a corporation duly organized and existing under the laws of the State of Texas was duly adopted on June 28, 1999.

Be it resolved, that ITF, Inc. organized and existing in the State of Texas, hereby adopts the name of ITF, Inc. of Texas for use in Florida.

Dated: _____

6/29/99

By: _____

Carlos David Cuiñado
President of ITF, Inc.

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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. The name of the Corporation: ITF, Inc.
2. State of Incorporation: Texas
3. FEI number: 76-0278912
4. Date of Incorporation: April 28, 1989
5. Duration: Perpetual
6. Date to first transact business in Florida: Upon qualification
7. Principal office address: 1600 South Federal Hwy, Suite 811
Pompano Beach, Florida 33062
8. Current Mailing address: 4747 Bellaire Boulevard, Suite 125
Bellaire, Texas 77401
9. Purposes of Corporation authorized in home State to be carried out in the State of Florida. Transaction of any lawful business.
10. Name and Street address of Florida Registered Agent: Mr. Carlos David Cuñado
1600 South Federal Hwy, Suite 811
Pompano Beach, Florida 33062

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11. 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.



Carlos David Cufiado

Attached is a Certificate of existence duly authenticated and not more than 90 days prior to the delivery of this application of the Secretary of State for the State of Texas.

12. Names and business address of officers and directors:

A. DIRECTORS:

Chairman: Mr. Maximo Cufiado Alonso
Orense, 58
28020, Madrid
Spain

Director: Maria Luisa Cufiado
Orense, 58
28020, Madrid
Spain

Director: Angel Ceron
Orense, 58
28020, Madrid
Spain

Director: Maria Gumersinda Azcarate
Orense, 58
28020, Madrid
Spain

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B. **OFFICERS:**

President: Carlos David Cufiado
1600 South Federal Hwy, Suite 811
Pompano Beach, Florida 33062

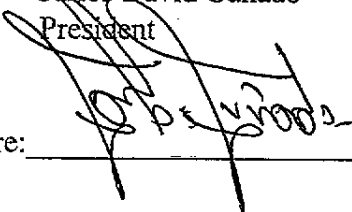
Secretary: Carlos David Cufiado
1600 South Federal Hwy, Suite 811
Pompano Beach, Florida 33062

Treasurer: Carlos David Cufiado
1600 South Federal Hwy, Suite 811
Pompano Beach, Florida 33062

Name: Carlos David Cufiado

Title: President

Signature: _____

A handwritten signature in black ink, appearing to read 'C. David Cufiado', is written over the signature line and extends upwards into the title field.

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The State of Texas

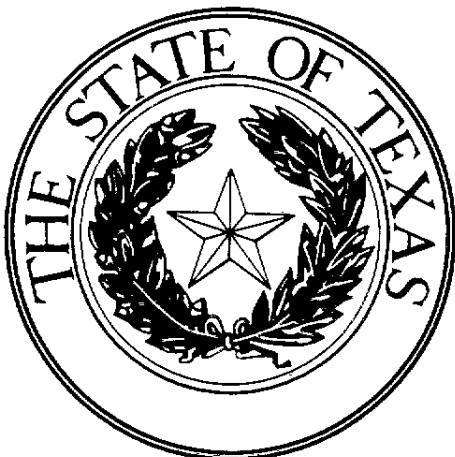
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

ITF, INC.
File No. 1112603-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 28, 1999.*

Elton Bomer
Secretary of State

DAE