



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000004440

ACCOUNT NO. : 072100000032

REFERENCE : 353399 4344659

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ ~~70.00~~ 78.75

ORDER DATE : August 25, 1999

ORDER TIME : 12:32 PM

ORDER NO. : 353399-005

CUSTOMER NO: 4344659

700002971237--2

CUSTOMER: Andrew Dunstan, Legal Asst  
Greenberg Traurig Hoffman  
Suite 300 East Tower  
777 S. Flagler Drive  
West Palm Beach, FL 33401

## FOREIGN FILINGS

NAME: REFER2GAIN.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

*BN*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

*8/24/99*

CONTACT PERSON: James Guy

*(4)*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 26 PM 4:53

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 AUG 26 PM 1:37

**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. REFER2GAIN.COM, INC.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION or words or abbreviations or 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  
(State or country under the law of which it is incorporated)

3. "applied for"  
(FEI number, if applicable)

4. June 25, 1999  
(Date of Incorporation)

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

6. August 24, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2451 Brickell Avenue, #20 J  
Miami, FL 33129  
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized under the Florida  
Business Corporation Act.  
(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 of Mail Drop Box **NOT**  
acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FL

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: Judith L. Blance  
(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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SECRETARY OF CORPORATIONS  
JUN 26 PM 4:53

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: Rodolfo Alberto Baquerizo

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Vice Chairman: Ian Jeronimo Enriquez

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Director: Manuel Guillermo Vega

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Director: Ivan Xavier Baquerizo

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

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

President/CEO: Manuel Guillermo Vega

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Asst. Secretary: Rodolfo Alberto Baquerizo

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Secretary: Ivan Xavier Baquerizo

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

Treasurer: Ivan Xavier Baquerizo

Address: c/o 2451 Brickell Ave., #20 J  
Miami, FL 33129

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

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

14. Rodolfo Alberto Baquerizo, Chairman

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REFER2GAIN.COM, INC." 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 TWENTY-FIFTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 26 PM 4:53

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08-25-99



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: