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D. BRUCE
FEB 24 2011
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BRIGHT SUN S.A. LLC.
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Maria
Name of Person

BLUE VELVET MANAGEMENT LLC
Firm/Company

1633 Arthur st
Address

Hollywood Fl 33020
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Maria at (954) 929-1728
Name of Person — Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ $125.00 Filing Fee
- ☑ $130.00 Filing Fee & Certificate of Status
- ☐ $155.00 Filing Fee & Certified Copy
- ☐ $160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BRIGHT SUN S.A. LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C," "LLC.")

2. Buenos Aires, Argentina
(Jurisdiction under the law of which foreign limited liability company is organized)

3.
(FEI number, if applicable)

4. November 25th 2010
(Date of Organization)

5. 99 years
(Duration: Year limited liability company will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. Avenida Pueyredon 951 Planta Baja Departament "C"
Buenos Aires -- Argentina
(Street Address of Principal Office)

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8. If limited liability company is a manager-managed company, check here ☑

9. The name and usual business addresses of the managing members or managers are as follows:

Maria Eugenia Ghiglione -

Avenida Pueyredon 951 Planta Baja "C" Buenos Aires Argentina

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful business

Maria E Ghiglione

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Maria Eugenia Ghiglione

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BRIGHT SUN S.A. LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Blue Velvet Management LLC
(Name)

1633 Arthur st
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Hollywood FL 33020
City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

(Signature)

$ 100.00	**Filing Fee for Application**
$ 25.00	**Designation of Registered Agent**
$ 30.00	**Certified Copy (optional)**
$ 5.00	**Certificate of Status (optional)**

N 012985406

F° 854.- PRIMERA COPIA.- ESCRITURA NUMERO TRESCIENTOS CINCUENTA Y SEIS.- CONSTITUCION SOCIEDAD ANONIMA.- "BRIGHT SUN S.A.".- En la Ciudad Autónoma de Buenos Aires, Capital de la República Argentina, a los veinticinco días del mes de noviembre del año dos mil diez, ante mí, Escribana autorizante, comparecen: **María Eugenia GHIGLIONE**, argentina, nacida el 27 de abril de 1977, quien manifiesta ser casada, titular del Documento Nacional de Identidad número 25.878.413, C.U.I.T. número 27-25878413-3, empresaria, con domicilio en la Avenida Pueyrredón número 951, Planta Baja, departamento "C", Ciudad Autónoma de Buenos Aires y **Milagros del Mar ALVAREZ**, venezolana, nacida el 15 de enero de 1976, quien manifiesta ser soltera, titular del Documento Nacional de Identidad número 93.916.394, C.U.I.T. número 27-93916394-3, empresaria, con domiciliado en la calle Francisco Acuña de Figueroa número 1511, Ciudad Autónoma de Buenos Aires.- Con los domicilios reales que se han referenciado y especiales en la Avenida Pueyrredón número 951, Planta Baja, departamento "C", Ciudad Autónoma de Buenos Aires.- Las comparecientes son personas capaces, justifican sus identidades la primera de acuerdo al inciso a) del artículo 1002 del Código Civil por ser de mi conocimiento, doy fe y la segunda de acuerdo al inciso c) del citado artículo, exhibiendo el documento nacional de identidad que en fotocopia certificada de su parte pertinente agrego a la presente.- **Y DICEN**: Que han resuelto constituir una **SOCIEDAD ANONIMA** con sujeción al siguiente estatuto: **ARTICULO PRIMERO:** La sociedad se denomina: **"BRIGHT SUN S.A."**.-

prohibidos por las leyes y por este estatuto.- **ARTICULO CUARTO:** El Capital Social se fija en la suma de **PESOS DOCE MIL ($ 12.000.-)** representado por 1.200 acciones ordinarias, nominativas no endosables, con derecho a un voto cada acción valor nominal de $ 10 cada una.- El capital puede ser aumentado por decisión de la Asamblea ordinaria hasta el quíntuplo de su monto conforme al artículo 188 de la Ley 19.550, texto ordenado Decreto 841/84.- **ARTICULO QUINTO:** Las acciones serán al portador o nominativas, endosables o no endosables, ordinarias o preferidas.- Estas últimas tienen derecho a un dividendo de pago preferente de carácter acumulativo o no, conforme a las condiciones de su emisión, puede también fijárseles una participación adicional en la ganancias líquidas y realizadas. Cada acción suscripta confiere derecho de 1 voto, conforme se determine en oportunidad de resolver la Asamblea.- **ARTICULO SEXTO:** Las acciones y certificados provisionales contendrán las menciones previstas en los artículos 211 y 212 de la Ley 19.550, texto ordenado, Decreto 841/84.- **ARTICULO SEPTIMO:** En caso de mora en la integración de las acciones, el Directorio podrá elegir cualquiera de los procedimientos del artículo 193 de la Ley 19.550, texto ordenado 841/84.- **ADMINISTRACION Y REPRESENTACION: ARTICULO OCTAVO:** La Administración de la Sociedad estará cargo de un Directorio compuesto por el número de miembros que fije la Asamblea entre un mínimo de 1 y un máximo de 5 con mandato por 3 ejercicios.- La Asamblea puede designar suplentes en igual número que los titulares por el mismo plazo, a fin

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penales y realizar todo otro hecho o acto jurídico que haga adquirir derechos o contraer obligaciones a la sociedad.- La representación legal de la sociedad corresponde al Presidente del Directorio o al Vicepresidente en su caso.- **FISCALIZACION.- ARTICULO NOVENO:** La sociedad prescinde de la sindicatura conforme a lo dispuesto en el artículo 284 de la ley 19.550 (texto ordenado decreto 841/84).- Cuando por aumento del capital social, la sociedad quedara comprendida en el inciso 2 del artículo 299 de la ley citada, anualmente la Asamblea deberá consignar síndicos titulares y suplente.- **ARTICULO DECIMO:** Las Asambleas pueden ser citadas simultáneamente en primera y segunda convocatoria en la forma establecida en el artículo 237 de la Ley 19.550 sin perjuicio de lo allí dispuesto para el caso de Asambleas unánimes, cuyo caso se celebrara en segunda convocatoria el mismo día a una hora después de fracasada la primera. En caso de convocatoria sucesiva se estará a lo dispuesto en el artículo 237 antes citado.- El quórum y el régimen de mayorías se rigen por los artículos 243 y 244 de la Ley 19.550, según las clases de asambleas, convocatorias y materias de que se tramiten. La Asamblea extraordinaria en segunda convocatoria se celebrará cualquiera sea el número de acciones presentes con derecho a voto.- **CIERRE DE EJERCICIO.- ARTICULO DECIMO PRIMERO:** El cierre de ejercicio social anual se operará el día 30 de Junio de cada año, se confeccionarán los estados contables de acuerdo a las disposiciones legales reglamentarias y técnicas en vigencia.- Las ganancias realizadas y líquidas se destinarán: 1) El 5 % (cinco por

Autorizante eximida de enumerar los billetes respectivos en virtud de lo dispuesto por la Resolución General 21/2004 de la Inspección General de Justicia.- Las socias se obligan a integrar el saldo en el plazo máximo de 2 años a partir de su inscripción a requerimiento del Directorio.- **DIRECTORES:** Para los 3 primeros ejercicios el Directorio estará compuesto por los siguientes: **PRESIDENTE: María Eugenia GHIGLIONE y DIRECTOR SUPLENTE: Milagros del Mar ALVAREZ,** quienes aceptan los cargos, ambas con domicilio real en los ya consignados y especial en Avenida Pueyrredón 951, Planta Baja, departamento "C", Ciudad Autónoma de Buenos Aires.- **DOMICILIO SOCIAL:** se fija el domicilio de la sociedad en la Avenida Pueyrredón número 951, Planta Baja, departamento "C", Ciudad Autónoma de Buenos Aires.- **AUTORIZACION:** Las comparecientes otorgan **PODER ESPECIAL** a favor del **Doctor Darío Ignacio GAITEIRO HARRIAGUE, Documento Nacional de Identidad número 21.482.708 y de los señores Alejo TEJERO, Documento Nacional de Identidad número 24.165.210; Gabriela Laura MEDINA, Documento Nacional de Identidad número 23.453.482 y Ramón Luis JARA, Documento Nacional de Identidad número 14.687.588**, para que realicen las gestiones tendientes a obtener la aprobación e inscripción del estatuto constitutivo ante la Inspección General de Justicia con facultad para presentar y retirar la documentación correspondiente, aceptar y proponer modificaciones al presente, incluso su nombre, otorgando las escrituras públicas y privadas que fueren menester, escrituras aclaratorias y modificatorias, incluso el cambio de

Ministerio de Justicia, Seguridad y Derechos Humanos
Inspección General de Justicia

2010 - Año del Bicentenario de la Revolución de Mayo

Hoja: 1

INSPECCIÓN GENERAL DE JUSTICIA

Número Correlativo I.G.J.: 1837240 **CUIT:**

SOCIEDAD ANONIMA

Razón Social :
BRIGHT SUN

(antes):

Número de Trámite: 2733446

C.Trám. Descripción

01291 CONSTITUCION TRAM. URGENTE

Escritura/s 356-

y/o instrumentos privados:

Inscripto en este Registro bajo el numero: 23474
del libro: 52 , tomo: -
de: SOCIEDADES POR ACCIONES

C.C.: 1 Buenos Aires, 09 de Diciembre de 2010

JORGE MARCELO QUIJADA
COORDINADOR
DPTO. REGISTRAL
INSPECCION GENERAL DE JUSTICIA
[illegible]

IGJ IGJ

LEGALIZACION
LEY 404

L 009856136

EL COLEGIO DE ESCRIBANOS de la Ciudad de Buenos Aires, Capital Federal de la República Argentina, en virtud de las facultades que le confiere la ley orgánica vigente, LEGALIZA la firma y sello del escribano LILIANA BEATRIZ PIÑEYRO obrantes en el documento anexo, presentado en el día de la fecha bajo el Nº 101217618766/4 La presente legalización no juzga sobre el contenido y forma del documento.

Buenos Aires, Viernes 17 de Diciembre de 2010

ESC. ALBERTO HORACIO HUEYO
COLEGIO DE ESCRIBANOS
CONSEJERO

APOSTILLE

REPÚBLICA ARGENTINA

(Convention de La Haye du 5 octobre 1961)

A 00300488

COLEGIO DE ESCRIBANOS de la CIUDAD de BUENOS

1. PAÍS: REPUBLICA ARGENTINA

El presente documento público

2. Ha sido firmado por ALBERTO HORACIO HUEYO

3. Quien actúa en calidad de CONSEJERO

4. Lleva el sello / timbre de COLEGIO DE ESCRIBANOS DE LA CIUDAD DE BUENOS AIRES

5. En LA CIUDAD DE BUENOS AIRES 6. El día 17/12/2010

7. Por EL COLEGIO DE ESCRIBANOS DE LA CIUDAD DE BUENOS AIRES

MINISTERIO DE RELACIONES EXTERIORES, COMERCIO INTERNACIONAL Y CULTO

(Convenio 02/09/2003)

8. Bajo el número: **101217105485**

9. Sello / Timbre

COLEGIO DE ESCRIBANOS APOSTILLA

10. Firma

ESC. MARCOS A. ESPAÑA SOLA
COLEGIO DE ESCRIBANOS
CONSEJERO

TRADUCCIÓN PÚBLICA---

TRANSLATION --

[On all the pages of the document, at the top, on the left-hand side, there appears a seal which reads:] Association of Notaries Public. City of Buenos Aires. Federal Capital. Argentine Republic. --

[On all the pages of the document, at the top, in the middle, there appears the following:] Notarial Record. Act No. 404. --

[On all the pages of the document, at the top, on the right-hand side, there appears the Argentine National Emblem] --

[On all the pages of the document, at the top, in the middle, there appears a seal that reads:] Liliana B Piñeyro. Registration 2251. Notary Public. [There follows an illegible signature] ------------

[On all the pages of the document, on the left-hand side, there appears a seal that reads:] Ministry of Justice. CORPORATE RECORDS OFFICE (I.G.J.) [In such seal, there appears the Argentine National Emblem] --

[On the right-hand side, there appears the following:] No. 012985406 --------------------------------

FOLIO 854. FIRST COPY. NOTARIAL RECORD NUMBER THREE HUNDRED FIFTY SIX. FORMATION OF A BUSINESS CORPORATION. "BRIGHT SUN S.A.". María Eugenia GHIGLIONE, Argentinean, born on April 27, 1977, married, bearer of National Identity Card number 25,878,413, Tax Identification Number 27-25878413-3, businesswoman, domiciled at Avenida Pueyrredón number 951, Ground Floor, apartment "C", City of Buenos Aires and **Milagros del Mar ALVAREZ**, Venezuelan, born on January 15, 1976, single, bearer of National Identity Card number 93,916,394, Tax Identification Number 27-93916394-3, businesswoman, domiciled at Francisco Acuña de Figueroa number 1511, City of Buenos Aires, came before me, authorizing Notary Public, in the City of Buenos Aires, Capital of the Argentine Republic, on November 25, 2010. The domiciles by choice are those referred to above and the elected domiciles are established at Avenida Pueyrredón number 951, Ground Floor, apartment "C", City of Buenos Aires. The appearing parties are capable; the first party evidences her identity in accordance with subsection a), section 1002 of the Civil Code, as she is known to me, I attest, and the second party evidences her identity pursuant to subsection c) of the aforesaid section, showing her national identity card, the certified photocopy of the relevant parts of which is attached hereto. **AND SUCH PARTIES STATE:** That they have decided to form a **BUSINESS CORPORATION** subject to the following bylaws: --

SECTION ONE: The Company name is **"BRIGHT SUN S.A."** and its domicile is established in the City of Buenos Aires. The Company is entitled to set up branches in any place of the Argentine Republic and abroad. **SECTION TWO:** The Company's term of duration is NINETY NINE YEARS as the regular directors and for the same term of office, in order to fill in the vacancies that may arise in the order of their election. As long as the Company dispenses with a Statutory Auditing Committee, the Shareholders at a Meeting shall be obliged to select one or more alternate directors. At their first meeting, the directors must appoint a Chairman, being empowered to appoint a Vice-chairman who shall replace the chairman in case of absence or impediment, should there be a majority of regular directors. The Board of Directors shall hold a meeting provided the majority of its members is present thereat and it takes decisions by means of the majority of its members present. In case of a tie vote, the Chairman shall decide by voting again. The Shareholders at a Meeting fix the Board of Directors' compensation. As security for the proper fulfillment of his/her duties, each director shall deposit the amount of AR$ 10,000, being empowered to secure such amount with bonds, government securities or amounts in Argentine or foreign currency, deposited in financial institutions or securities clearing houses, to the order of the Company; or through bank guarantees or surety bonds or third party insurance in its favor, pursuant to the provisions set forth in section 2 of General Resolution 1/2005 issued by the CORPORATE RECORDS OFFICE (I.G.J.). The Board of Directors has broad administration and disposition powers, including those requiring special powers of attorney in accordance with section 1881 of the Civil Code and with section 9 of Decree-Law 5965/63. The Board of Directors shall primarily be able to operate with any type of official or private, national or provincial Banks, Financial Corporations, credit entities, grant or revoke special and general, judicial, administrative and other powers of attorney, with or without authority to replace, file, continue, respond to or abandon criminal complaints and perform any other legal act or action which makes the Company acquire rights or assume obligations. The Company's legal representation belongs to the Chairman of the Board of Directors or to the Vice-chairman as the case may be. **SUPERVISION: SECTION NINE:** The Company dispenses with a Statutory Auditing Committee as provided for by section 284 of Act No. 19,550 (restated text, Executive Order 841/84). Whenever the Company is governed by subsection 2, section 299 of the aforesaid Act due to an increase in the capital stock, the Shareholders at a Meeting shall appoint regular and alternate statutory auditors on an annual basis. **SECTION TEN:** The Shareholders' Meetings may be simultaneously called on first and second notice, in the manner set forth in Section 237 of Act No. 19,550, without prejudice to what is established therein for unanimous Shareholders' Meetings, which shall be held on second notice on the same day, one hour after the first notice fails. In the event of successive notice, the provisions of section 237 mentioned above shall apply. The quorum and system of majorities shall be governed by sections 243 and 244 of Act No. 19,550, according to the type of shareholders' meetings, notices and subjects that are addressed. The Extraordinary Shareholders' Meeting

24,165,210, Ms. Gabriela Laura MEDINA, National Identity Card number 23,453,482 and Mr. Ramón Luis JARA, National Identity Card number 14,687,588, so that they take all the necessary steps aimed at obtaining the approval and registration of the articles of Incorporation with the CORPORATE RECORDS OFFICE, being empowered to submit and collect the corresponding documentation, accept and propose amendments to this record, including its name, by granting the necessary notarial instruments or private documents, including the change in the company name, make publications in the Official Gazette, collect the form whereby the company name is reserved, sign and seal the corresponding books and deal with any other legal formalities that may apply. The Appearing Parties release the Authorizing Notary Public from the obligation to make the registration of the Company with the CORPORATE RECORDS OFFICE, since such registration shall be made by said appearing parties or through their representatives. The appearing parties are informed about the legal scope of this act and about their power to read this record on their own. Thereupon, I read this record, as per their choice, to the appearing parties, who ratify the contents thereof and sign before me, I attest. MARÍA EUGENIA GHIGLIONE. MILAGROS DEL MAR ALVAREZ. There appears a seal. Before me: LILIANA B. PIÑEYRO. **THIS IS A TRUE COPY** of the original notarial record entered by me on folio 854, Registry No 1124, under my charge. **FOR THE COMPANY,** I issue FIRST CERTIFIED COPY on four sheets of Notarial Record bearing numbers N 012985406, N 012985407, N 012985408 and N 012985409, which I sign and seal in the place and on the date this document is granted. --

[There appears a seal that reads:] Liliana B Piñeyro. Registration 2251. Notary Public. [There follows an illegible signature] --

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MINISTRY OF JUSTICE, SECURITY AND HUMAN RIGHTS. CORPORATE RECORDS OFFICE. ------------

2010 – Bicentennial Year of May Revolution.--

Correlative number I.G.J.: **CORPORATE RECORDS OFFICE: 1837240. CORPORATION.** Company name: **BRIGHT SUN.** (before). Number of formality: 2733446. Type of formality – Description: 01291 FORMATION – URGENT FORMALITY. Notarial Record 356 and / or private document. -------

Registered in this Registry under number 23474 of the book 52, volume (in blank) of STOCK CORPORATIONS. --

C.C:1 BUENOS AIRE, DECEMBER 9TH, 2010. [There appears an illegible signature]: JORGE MARCELO QUIJADAD. REGISTRATION DEPARTMENT. CORPORATE RECORDS OFFICE. -----------------

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AUTHENTICATION ACT 404. L 009856136.--

COLEGIO DE TRADUCTORES PÚBLICOS DE LA CIUDAD DE BUENOS AIRES

REPÚBLICA ARGENTINA
LEY 20.305

LEGALIZACIÓN

Por la presente, el COLEGIO DE TRADUCTORES PÚBLICOS DE LA CIUDAD DE BUENOS AIRES, en virtud de la facultad que le confiere el artículo 10, inc.d) de la ley 20.305, certifica únicamente que la firma y sello que aparecen en la traducción adjunta, concuerdan con los correspondientes al/la Traductor/a Público/a LAMBRUSCHINI, SILVINA VANESA

que obran en los registros de esta institución en el folio 214 del Tomo 14 en el idioma INGLES

Legalización Número: 126100

Buenos Aires, 23/12/2010

MARCELO F. SIGALOFF
Gerente de Legalizaciones
Colegio de Traductores Públicos
de la Ciudad de Buenos Aires

Diciembre 2010

ESTA LEGALIZACIÓN NO SE CONSIDERARÁ VÁLIDA SIN EL CORRESPONDIENTE TIMBRADO DE CONTROL EN LA ÚLTIMA HOJA DE LA TRADUCCIÓN ADJUNTA

Control Interno: 54117126100