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New York
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September 18, 1998

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Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Registration of Foreign Corporations to Transact Business in Florida

Madam or Sir:

Enclosed please find an application by foreign limited liability company for authorization to transact business in Florida, affidavit of membership and contributions of foreign limited liability company, certificate of designation of registered agent/registered office, a Delaware certificate of good standing and a check made payable to the Florida Department of State in the amount of \$285.00 (to cover filing fees of \$250 for application and affidavit and \$35 for designation of registered agent), for each of (i) The Latin America Enterprise Capital Corporation, L.L.C. and (ii) Latin America Enterprise Fund Managers, L.L.C.

Please do not hesitate to contact me should you have any questions in connection with the enclosed applications.

Sincerely,

Lisa-Marie C. Monsanto

Lisa-Marie C. Monsanto

Enclosure
cc: Stephen R. Bauer, Esq.

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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name	98-9-22
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Acknowledgement	
W. P. Vermyer	

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

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

1. The Latin America Enterprise Capital Corporation, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0699201
(FEI number, if applicable)
4. May 25, 1995
(Date of Organization)
5. December 31, 2045
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Grand Bay Plaza, 2665 South Bayshore Drive, Suite 1101, Coconut Grove, Florida 33133
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Pedro-Pablo Kuczynski
Grand Bay Plaza
2665 South Bayshore Dr., #1101
Coconut Grove, Florida 33133

Managing Member

Gerardo Sepulveda
Grand Bay Plaza
2665 South Bayshore Dr., #1101
Coconut Grove, Florida 33133

Member

Eduardo Elejalde
Grand Bay Plaza
2665 South Bayshore Dr., #1101
Coconut Grove, Florida 33133

Member

Fernando Montero
Grand Bay Plaza
2665 South Bayshore Dr., #1101
Coconut Grove, Florida 33133

Member

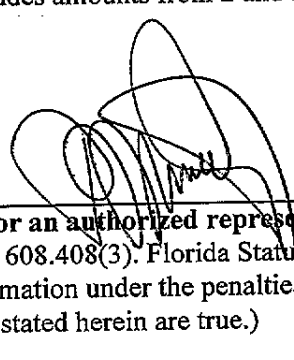
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TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of The Latin America
Enterprise Capital Corporation, L.L.C. certifies

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 400
- 3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and \$ 0
- 4) the total amount of cash and property contributed and anticipated to be
contributed by member(s) is (This total includes amounts from 2 and 3 above.) \$ 400



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Pedro-Pablo Kuczynski
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

The Latin America Enterprise Capital Corporation, L.L.C.

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

Pedro-Pablo Kuczynski

(Name)

Grand Bay Plaza, 2665 South Bayshore Drive, Suite 1101

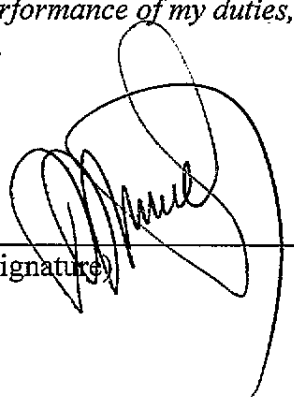
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Coconut Grove FL 33133

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.



(Signature)

Filing Fee: \$35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE LATIN AMERICA ENTERPRISE CAPITAL CORPORATION, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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9305397
09-16-98

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

AUTHENTICATION:

DATE: