

**H070000 77747**

Florida Department of State  
Division of Corporations  
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**DOMESTICATION**

**YAIPUR, CORP.**

Certificate of Status	1
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Page Count	07
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Electronic Filing Menu

Corporate Filing Menu

Help

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305 442 4829  
Florida Dept of State

p.1



July 6, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA

SUBJECT: YAIPUR, CORP.  
REF: W07000032006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

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Suzanne Hawkes  
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FAX Aud. #: H07000173671  
Letter Number: 907A00043391

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**CERTIFICATE OF DOMESTICATION**

The undersigned, RICARDO E. GUERRERO, the PRESIDENT,  
(Name) (Title)

of YAIPUR, S.A. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was JULY 24, 1981.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was THE REPUBLIC OF PANAMA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was YAIPUR, S.A.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is YAIPUR, CORP.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was THE REPUBLIC OF PANAMA.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

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TALLAHASSEE, FLORIDA

I am the PRESIDENT, of YAIPUR, S.A.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 20<sup>th</sup> day of JUNE, 2007.

*R. Guerrero*  
(Authorized Signature)

<b>Filing Fee:</b>	
<b>Certificate of Domestication</b>	<b>\$50.00</b>
<b>Articles of Incorporation and Certified Copy</b>	<b>\$78.75</b>
<b>Total to domesticate and file</b>	<b>\$128.75</b>

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**TRANSLATION**

No. 523854

REPUBLIC OF PANAMA  
OFFICE OF PUBLIC REGISTRY OF PANAMA  
CERTIFIES

IN VIEW OF REQUEST 07 - 270390

----- THAT THE CORPORATION -----

**YAIPUR, S.A.**

Is recorded at Docket: 75200 Reel 6553 Image: 30  
since the twenty fourth day of the month of July of the year nineteen eighty one,

- That the Corporation is in Existence.
- That its Subscribers are:
  - 1) **CECILIO ROBERTO MORENO AROSEMENA**
  - 2) **LAURENTINO ARJONA OCAÑA**

- That its Directors are:
  - 1) **JAIME ANTONIO GRAELL**
  - 2) **EFRAIN HENRIQUEZ**
  - 3) **DIÓGENES AROSEMENA**

- That its Officers are:
 

President	: <b>RICARDO E. GUERRERO</b>
Treasurer	: <b>RICARDO E. GUERRERO</b>
Secretary	: <b>RICARDO E. GUERRERO</b>
Vice-President	: <b>ADRIANA GUERRERO</b>

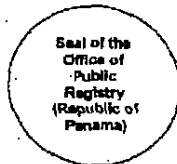
- That the Legal Representation will be exercised by: The President.
- That its Registered Agent is: **MORENO, ARJONA & ASSOCIATES**

- Shares without value.
- Detail of capital: The authorized capital of the corporation shall consist of 500 common shares without par value.
- That its duration is perpetual.
- That its domicile is Panama.
- That no Power of Attorney is registered.

Issued and signed in the Province of Panama, on the Fifteenth day of June of Two Thousand Seven, at 09:13:10, A.M.

**NOTE:** This certification paid a fee of US\$30.00.

Receipt No. 07 - 270390  
Certificate No.: Corporation - 910405  
Date: Friday, June 8, 2007



*(Illegible signature)*  
Luis Chen  
Certifier

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS DOCUMENT IS A TRUE AND FAITHFUL TRANSLATION INTO THE ENGLISH LANGUAGE OF THE ATTACHED DOCUMENT WRITTEN IN THE SPANISH LANGUAGE. (1 Page)**  
June 26, 2007.

*[Signature]*  
**GIAN CARLO PEDRESCHI T.**  
CERTIFIED PUBLIC TRANSLATOR  
SPANISH - ENGLISH  
RESOLUTION 344,317/2003

42-15



**APOSTILLE**

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REPUBLICA DE PANAMA  
REGISTRO PUBLICO DE PANAMA

No. 628884

REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA REGISTRO PUBLICO DE PANAMA

PAG. 1  
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CERTIFICA

CON VISTA A LA SOLICITUD 07 - 270390

QUE LA SOCIEDAD :

YALPUR, S.A.

SE ENCUENTRA REGISTRADA EN LA FICHA: 78200 ROLLO: 6883 IMAGEN: 30  
DESDE EL VEINTICUATRO DE JULIO DE MIL NOVECIENTOS OCHENTA Y UNO .

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS SUSCRITORES SON:

- ( 1 ) CECILIO ROBERTO MORENO ARSEMEÑA
- ( 2 ) LAURENTINO ARJONA OCANA

- QUE SUS DIRECTORES SON:

- 1 ) JAIME ANTONIO CRAELL
- 2 ) EFRAIN HENRIQUEZ
- 3 ) DIOGENES AROSEMENA

- QUE SUS DIGNATARIOS SON:

- |                 |                       |
|-----------------|-----------------------|
| PRESIDENTE      | : RICARDO E. GUERRERO |
| TESORERO        | : RICARDO E. GUERRERO |
| SECRETARIO      | : RICARDO E. GUERRERO |
| VICE-PRESIDENTE | : ADRIANA GUERRERO    |

- QUE LA REPRESENTACION LEGAL LA EJERCERA:  
EL PRESIDENTE.

- QUE SU AGENTE RESIDENTE ES: MORENO, ARJONA & ASOCIADOS

- ACCIONES SIN VALOR

- DETALLE DEL CAPITAL :

EL CAPITAL SOCIAL AUTORIZADO DE LA SOCIEDAD CONSTARA DE QUINIENTO (500)

ACCIONES COMUNES SIN VALOR NOMINAL:

- QUE SU DURACION ES PERPETUA

- QUE SU DOMICILIO ES PANAMA

- QUE NO CONSTA PODER INSCRITO.

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL QUINCE DE JUNIO  
DEL DOS MIL SIETE A LAS 09:13:10, A.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS

POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 07 - 270390

NO. CERTIFICADO: S. ANONIMA 910406

FECHA: Viernes 08, Junio DE 2007

// ERWA // C-1

LOIS CHEN  
CERTIFICADOR

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07 JUL -6 PM 2:09  
SECRETARY OF STATE  
MILWAUKEE, WISCONSIN



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CERTIFICATE OF INCORPORATION

OF

YAIPUR, CORP.

The undersigned incorporator to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is: YAIPUR, CORP.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of common stock, \$1 (One Dollar) par value per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza  
2100 Salzedo Street Suite 300  
Phone: (305) 444-6226  
Coral Gables, Florida 33134  
Florida Bar No.0698806

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ARTICLE VI  
ADDRESS

The principal office and mailing address of this Corporation in the State of Florida is 1916 RED RD, MIAMI, FL 33155. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial directors which shall serve until their replacements assume their positions is:

<u>Name</u>	<u>Address</u>
RICARDO E. GUERRERO	1916 RED RD MIAMI, FL 33155

ARTICLE VIII  
INITIAL OFFICERS

The names offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	RICARDO E. GUERRERO	1916 RED RD
Secretary		MIAMI, FL 33155

ARTICLE IX  
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is RICARDO E. GUERRERO located at 1916 RED RD, MIAMI, FL 33155.

ARTICLE X  
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

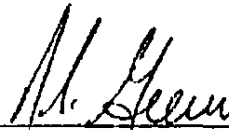
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**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

YAIPUR, CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates RICARDO E. GUERRERO, as its Registered Agent to accept services within the State. The registered office of the Corporation shall be 1916 RED RD, MIAMI, FL 33155.

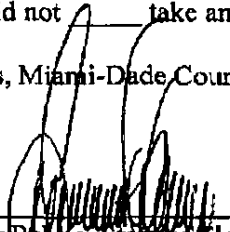
WITNESS the hand and seal of the Incorporator of this Certificate of Incorporation in Miami-Dade County, State of Florida, this 20<sup>th</sup> day of June, 2007

  
\_\_\_\_\_  
RICARDO E GUERREO  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of June, 2007, by RECIARDO E. GUERRERO. He is personally known to me or presented his FL DRIVER'S LIC. as identification and he did/did not \_\_\_\_\_ take an oath.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 20<sup>th</sup> day of June, 2007.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:



**Laura Kohn**  
Commission #DD319617  
Expires: May 16, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

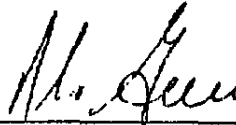
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

YAI PUR, CORP.

2. The name and address of the registered agent is:

RICARDO E. GUERRERO  
1916 RED RD,  
MIAMI, FL 33155.



RICARDO E. GUERRERO  
Incorporator  
Dated: June 20, 2007

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07 JUL -6 AM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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.

The Registered Agent:



RICARDO E. GUERRERO  
Dated: June 20, 2007