

FILE No. 06-12-43 FSC ALLAH STATE PRY: 850 521 1575 PAGE 1/6
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Florida Department of State
Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

ACS INFRASTRUCTURE DEVELOPMENT, INC.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ACE INFRASTRUCTURE DEVELOPMENT, INC.
(Exact name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-4677593
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/30/06 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SUB SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 201 Alabama Circle, Suite 804, Coral Gables, FL 33134
(Principal office address)

201 Alabama Circle, Suite 804, Coral Gables, FL 33134
(Current mailing address)

8. Refer to Attachment A
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation in 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 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.

Corporation Service Company
By: [Signature] Jeanine Reynolds
(Registered agent's signature) as its agent

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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: N/A
Address: _____

Director:
~~Applicant:~~ Manuel Garcia Bony
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

Director: Francisco Jose Fernandez Lafontes
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

Director: Vicente Reynolts Garcia
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

B. OFFICERS

President: Francisco Jose Fernandez Lafontes
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

Vice President: N/A
Address: _____

Secretary: Nuria Cortes Calvo
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

COO
~~Applicant:~~ Juan Sarmiento Casas
Address: 201 Alhambra Circle, Suite 804, Coral Gables, FL 33134

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

13. Nuria Cortes
(Signature of Director or Officer listed in number 12 of the application)

14. NURIA CORTES CALVO, SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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**Application For Registration of a Foreign For-Profit Corporation
ACE Infrastructure Development, Inc.
Attachment A**

- 6. The design, construction, financing, operation, maintenance and exploitation of transport concessions.

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Texas.

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**Application To Transfer Business In Florida
ACE Infrastructure Development, Inc.
Attachment A**

- 8. The design, construction, financing, operation, maintenance and exploitation of transport concessions.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and under the Business Corporation Act of the State of Florida.

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACS INFRASTRUCTURE DEVELOPMENT, 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 APRIL, A.D. 2006.

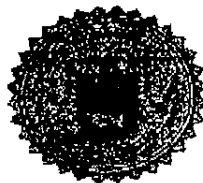
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACS INFRASTRUCTURE DEVELOPMENT, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 2006.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4693656

DATE: 04-25-06

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