

F05000004590

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000189190 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

RECEIVED

05 AUG -8 PM 4:05

DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

280 Carabela Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

05 AUG -8 AM 9:48

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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. 280 Carabela Inc.  
(Enter 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. n/a  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 3, 2005 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)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171  
(Principal office address)

Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171  
(Current mailing address)

8. Hold real estate investment.  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(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 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.*

C T Corporation System

By:

[Signature]  
(Registered agent's signature)

**Michael J. Mitchell**  
Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 AUG - 8 AM 9:48

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:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: María Teresa Bañeros de Hevia

Address: c/o Servicios Corporativos Bal, S.A. de C.V. Mollere 222 Torre de Oficinas, Piso 6 11540 Mexico, DF Mexico

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: María Teresa Bañeros de Hevia

Address: c/o Servicios Corporativos Bal, S.A. de C.V. Mollere 222 Torre de Oficinas, Piso 6 11540 Mexico, DF Mexico

Secretary: Robert C. Muffly

Address: Boeker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

Asst. Secretary: Carin V. Khalchikian

Address: Boeker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

Treasurer: Gonzalo Hevia

Address: c/o Servicios Corporativos Bal, S.A. de C.V. Mollere 222 Torre de Oficinas, Piso 6 11540 Mexico, DF Mexico

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 AUG -08 AM 9:48

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

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

14 Robert C. Muffly, Secretary  
(Typed or printed name and capacity of person signing application)

08/08/2005 15:04  
AUG. 8. 2005 10:49AM

8502227615

CORPORATE TRUST CENTER

CT CORP

NO. 9898

PAGE 04/04

P. 2

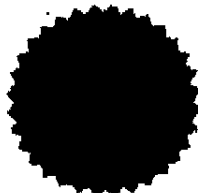
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "280 CARABELLA 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 EIGHTH DAY OF AUGUST, A.D. 2005.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

4009808 8300

050650875

AUTHENTICATION: 4075764

DATE: 08-08-05