

2853331

FILED
in the office of the Secretary of State
of the State of California

FEB 15 2006

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

Dragados USA, Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is c/o KJM & Associates, 60 East 42nd Street, Suite 4402,
New York, NY 10165

2. The address of its principal office in the State of California is None

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

N/A, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed to
this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

Corporation Service Company which will do business in California as
CSC-Lawyers Incorporating Service

_____, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code Section 1505
prior to designation.**

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service
of process on the Secretary of State of the State of California if the agent so designated or the agent's
successor is no longer authorized to act or cannot be found at the address given.


(Signature of Corporate Officer)

Antonio Sandoval Botello, Secretary

(Typed Name and Title of Officer Signing)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DRAGADOS USA, 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DRAGADOS USA, INC." WAS INCORPORATED ON THE EIGHTH DAY OF DECEMBER, A.D. 2005.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4526239

DATE: 02-15-06