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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

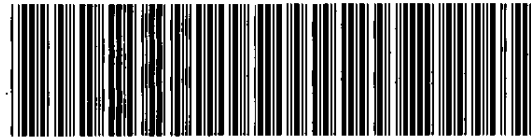
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP -9 PM 4:33

APPROVED
AND
FILED

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RB CAPITAL FUND, INC
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JANETH FERREIRA STC

Name of Person

AZOY TAX

Firm/Company

4901 NW 17TH WAY SUITE 301

Address

FORT LAUDERDALE, FL 33309

City/State and Zip code

JANETHF@AZOYTAX.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

EDUARDO A AZOY EA CTRS

Name of Person

at (954) 229-1652

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. RB CAPITAL FUND, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

NONE
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. REPUBLICA DE PANAMA 3. 27-3112223
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 2, 2010 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 2, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11872 ISELLE DRIVE ORLANDO, FL 32827
(Principal office address)
4901 NW 17TH WAY SUITE 301 FORT LAUDERDALE, FL 33309
(Current mailing address)

8. ENGAGE IN ANY LAWFUL ACTIVITY AUTHORIZED IN THE STATE OF FLORIDA
(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: AZOY TAX

Office Address: 4901 NW 17TH WAY SUITE 301

FORT LAUDERDALE, Florida 33309
(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.

[Handwritten Signature]
(Registered agent's signature)

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.

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TALLAHASSEE, FLORIDA
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AND
FILED

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

10 SEP -9 PM 4:33

A. DIRECTORS

Chairman: CARLOS A RINCON VALBUENA

Address: 11872 ISELLE DRIVE
ORLANDO, FL 32827

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: N/A

Address: _____

Director: SARITHA DE LAS MERCEDES BARBOZA

Address: 11872 ISELLE DRIVE
ORLANDO, FL 32827

Director: ANA BARBOZA

Address: 11872 ISELLE DRIVE
ORLANDO, FL 32827

B. OFFICERS

President: CARLOS A RINCON VALBUENA

Address: 11872 ISELLE DRIVE
ORLANDO, FL 32827

Vice President: N/A

Address: _____

Secretary: SARITHA DE LAS MERCEDES BARBOZA

Address: 11872 ISELLE DRIVE ORLANDO, FL 32827

Treasurer: ANA BARBOSA

Address: 11872 ISELLE DRIVE ORLANDO, FL 32827

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. _____

CARLOS A. RINCON VALBUENA, CHAIRMAN
(Typed or printed name and capacity of person signing application)

APPROVED
AND
FILED

10 SEP -9 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTARY PANAMA FOURTH CIRCUIT

PUBLIC DEED NUMBER TEN THOUSAND FOUR HUNDRED NINETY-NINE

------(10.499)----- (ep)-----

This constitutes the Anonym Society called RB CAPITAL FUND INC

-----Panama, in June 2, of 2010 -----

In Panama City, capital of the Republic and head of the Circuit Attorney

of the same name, two (2) days of the month of June10, the year two thousand ten

(2010), before me, **JAIME EDUARDO GUILLEN ANGUIZOLA** GRADUATE

Notary Public Fourth Circuit Attorney of Panama, with personal identity card number

eight-three hundred fifty-nine to three hundred seventy-five (8-359-375),

appeared personally, **ELBA BETHANCOURT**, woman, adult, married, secretary,

Panamanian resident of this city, with numeric personal identification card eight

to two hundred and nineteen - 1210 (8-219-1210), acting on behalf of

CHESWTCK. INC Panamanian company registered in the Commercial Section

of the Public Registry to card six five five three eight four (655 384), Document

one five three nine six three five (1,539,635), who is duly authorized for this event

as recorded in public records, and **KING TAYLOR**, male, adult, married, clerk,

Panama , a resident of this city, with personal identity card number eight to five

hundred and fourteen-1910 (8-514-1910), acting on behalf of **EASTSHORE INC.**,

Panamanian company registered in the Commercial Section of the Public Registry

To file six five five two six three (655 263), Document one five three one nine two

seven (1,539,217) who is duly authorized for this event as recorded in public record,

who I know, and asked me to put on record, as indeed do wishing to form a limited

company under the provisions of the Act Thirty-Two (32) of twenty-six (26) April 1927

the Republic of Panama and have

agreed on a Social Pact conform to the following clauses: -

FIRST: The name of the company is: **RB CAPITAL FUND INC.**

SECOND: The Company has the following aims and objects:

- a. Establish, manage and conduct the business overall portfolio management and investment funds, securities investment, financing and brokerage in all its branches, organize or carry out and undertake any business, transaction or operation commonly carried out by portfolio managers and investment funds.
- b. Acquire or purchase a subscription, Broadcast primary union participation in investment deals in secondary markets or exchanges, and hold, sell, exchange, short sell, give, lease, assignment, transfer, mortgage, encumber, convert, grab, trade, pledge or otherwise dispose of shares, certificates interim bonds, certificates of deposit, government bonds, corporate bonds, mortgage bonds and similar assurances promissory notes, coupons, money checks, vouchers, bonds, securities, products, concessions, patents, annuities, licenses, policies, debt, business, customers of the same, claims, privileges, claims, commercial instruments, proofs of debts and contracts of any other person or company, whatever the business which bears or is authorized to carry out, and whatever their entire operations, or granted created or guaranteed by any government, institution or public authority, municipal, local or otherwise, whether the repopulation of Panama, or elsewhere, and while she owned the same, receive, collect, and have the interest and dividends on them, and the income thereof, to exercise all rights, powers and privileges of ownership, including voting rights for.
- c. To acquire and undertake all or any part of business, or assets and liabilities of any person or company, that carries any

NOTARY PANAMA FOURTH CIRCUIT

adaptable business for the purposes of this society, and conduct, conduct, assist, subsidize, contribute to, dissolve or liquidate any business so acquired or any other business that the company can perform profitably or otherwise, to amalgamate, consolidate or merge with any company and do all or any things that may be necessary or expedient for giving effect to such purposes.

d. Turn, draw, accept, endorse, discount, execute, issue and deal in promissory notes, checks, vouchers and bills of exchange, knowledge, guarantees and other negotiable or transferable instrument.

e. Buy, sell, acquire, and dispose of real and personal property Furniture of any description and invest the capital and income of the company in the purchase of the same, as well as mortgage or given as security to ensure compliance with the obligations of the company and / or third parties, which shall exercise all powers in the manner and time that the board deems appropriate.

f. Hold and carry out contracts of every kind, for any lawful purpose as well as in general, all kinds of legal acts, save or social relationship with the objects mentioned above.

g. Do all or any of the things listed above, as principals, agents, servants, contractors, or in the manner that the board deems appropriate.

h. Establish, manage, and implement, in general, any other lawful business that are allowed by the law of the Republic of Panama, for which the corporation shall have all rights and powers qua society can make inside and outside the territory of the Republic of Panama.

In addition, you can run any other acts of trade as principal or any other character, whatever it may be, and engaging in any other lawful activity, although not related to either of these items in this section. "-

THIRD: The authorized share capital of the Company consists of TWO MILLION DOLLARS (U.S. \$ 2,000,000.00), lawful currency of the United States of America, divided into twenty thousand (20,000) common shares, worth one hundred dollars (\$ 100.00) each, which may be registered or bearer. Share certificates issued to bearer may be exchanged for stock certificates issued in registered form and in both cases will be endorsed in accordance with usual practice.

FOURTH: The voting right will correspond exclusively to the holders of such shares and any shareholders' meeting shareholders will be entitled to one (1) vote for each share so held for which the meeting presented in the certificate or certificates for shares or other proof of their right to determine the Form Board.

FIFTH: The Shareholders' meeting may be held in the Republic of Panama or abroad. It is understood from the present shareholders' meetings in which participants have been directly in communication by phone or fax, or by any other means of electronic communication. In that case, draw up minutes of the meeting with a statement made, resolutions passed and the form that the participants had been in communication. Agreements are valid even if shareholders have signed the document in different times and places.

SIXTH: The shareholders are only liable for the creditors of the company until the amount owed on account of their actions.

SEVENTH: Each of the subscribers of this Social Pact agrees to take one (1) share of the shares entitled to vote without participation.

EIGHTH: The Company is domiciled in Panama City, but may establish branches or offices in other countries or localities.

NOTARY PANAMA FOURTH CIRCUIT

NINTH: The agent society is the law firm

P.H. offices Mossfon Building, Second Floor,

Calle 54 Este, Apartado Postal 0832-0886 W.T.C, Panama, Republic of Panama;

FAX: (507) 263-9218 and (507) 263-7327, PHONE: (507) 205-5888 and (507) 206-9400.

TENTH: The company has a perpetual duration.

ELEVENTH books and records of the society will be brought in the place designated by the Directors. The company could bring the Records of Proceedings and Actions using books, electronic media and other mechanisms allowed by law.

TWELFTH: The number of Directors not less than three (3). **THIRTEEN:** The first Directors and Officers, as well as addresses are:

CARLOS ALFONSO RINCON VAIBUENA Director and Chairman

SARITHA DE LAS MERCEDES BARBOZA Director and Secretary

ANA BARBOZA Director and Treasurer, all with direction in BUILDING THE FRIARS, GROUND FLOOR LEVEL (PB), OFFICE 1, THE STREET Guairita, URBANIZATION CHUAO -1060 CARACAS, Bolivarian Republic of VENEZUELA.

FOURTEENTH: (a) The business of the corporation shall be managed by its Directors.

(B) Vacancies in the Board of Directors may be filled by approval of two directors.

FIFTEENTH: The legal representative of the society is the President and may exercise such also by the Treasurer or the Secretary in the absence of the President or any person designated by the Board for that purpose.

SIXTEEN: (a) The meetings of the Board of Directors may be held in the Republic of Panama or abroad and any Director may be represented and vote at any such meetings by proxy or proxies, who need not be directors and who may be

appointed through a private. (B) read between these Board meetings in which participants have been directly in touch by phone or fax, or by any other means of electronic communication. In that case, draw up minutes of the meeting with a statement made, the resolutions adopted and the manner in which the participants had been in communication. Agreements are valid even if directors have signed the document in different times and places. (C) **QUORUM:** Two (2) of the Directors or their proxies constitute a quorum at meetings of the Board. The Directors may act as such by affixing their signatures on the relevant documents without meeting physically, so that the firm do two (2) of the directors on a document binding the society with the same legal force as a decision taken in a meeting of the Board.

SEVENTEENTH: No contract or transaction between the company and any other company will be affected or invalidated by the fact that any Director or dignitary is Director of that company or another company such dignitary. Any Director or dignitary, individually or jointly, may become or be interested in any contract, agreement or transaction of this society.

EIGHTEENTH: Two of the directors of the company may give general or special powers with or without power of disposition, without meeting. The Directors shall not be liable for any illegal or inappropriate persons to whom you have granted power or third parties authorized to perform operations on the name and representation of society.

NINTH TENTH: The company may continue under the protection of the laws do other country or jurisdiction where the law of that country 'or jurisdiction so permits and duly approved by resolution of the General Assembly of Shareholders.

TWENTY: One or more legal persons may (n) be Director (s)

Dignitary (s) or Liquidator (s) of society. These act through their representatives or authorized persons without evidence of this fact

I informed the parties who copy hereof, which was drawn up and signed and endorsed by the law firm **MF & CO LAW FIRM.**, By **JOSETTE ROQUEBERT** Graduate Lawyer-Presidents, must register and read as it was the same in the presence of witnesses instrumental, **JULISA JARAMILLO** with personal identity card number eight-four hundred and three to two hundred ninety-three (8-403-293) and **EMMA ROJAS**, with personal identity card number eight – seven hundred forty-one to two mil one hundred and three (8-741-2103), seniors and residents of this city, who know, and are apt for the position, as found, lends his approval and for the record is signed by all before me, the notary to attest.

This Scripture audience were Number Order **TEN THOUSAND FOUR HUNDRED NINETY-NINE** (10.499)

(Signed) by **ELBA BETHANCOURT** by Cheswick INC - Subscriber

(Signed) **KING TAYLOR** by **EASTSHORE INC.** – Subscriber

JULISA JARAMILLO -----EMMA ROJAS

Endorsed by the firm of **MF & CO LAW FIRM.**, By **JOSETTE ROQUEBERT** degree is, practicing lawyers.

GRADUATE JAIME EDUARDO GUILLEN

Notarial Circuit of Panama.

I agree with your original copy is issued, stamped and signed in Panama City, Republic of

Panama, two (2) days of the month of June 1910, the year two thousand ten (2010)

Jaime Eduardo Guillén Anguizola
NOTARY PUBLIC FOURTH



REPÚBLICA DE PANAMÁ

Teléfonos: (507) 205-5888
(507) 206-9400
Fax: (507) 263-7327
(507) 263-9218
(507) 263-7914

COPIA NOTARIAL INSCRITA DE LA ESCRITURA PÚBLICA No. _____ 10,495
2 junio 20
DEL _____ DE _____ DE _____

Por la Cual se constituye la sociedad anónima denominada **RB CAPITAL FUI
INC.**

Protocoliza
del Circuito
e inscrita e



ESCRITURA PÚBLICA NÚMERO DIEZ MIL CUATROCIENTOS NOVENTA Y NUEVE -----

----- (10,499) ----- (ep) -----

Por la cual se constituye la sociedad anónima denominada **RB CAPITAL FUND INC.**

----- Panamá, 2 de junio de 2010 -----

* * * * *

En la ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los dos (2) días del mes de junio, del dos mil diez (2010), ante mí, **LICENCIADO JAIME EDUARDO GUILLEN ANGUIZOLA**, Notario Público Cuarto del Circuito Notarial de Panamá, con cédula de identidad personal número ocho-trescientos cincuenta y nueve-trescientos setenta y cinco (8-359-375), compareció personalmente, **ELBA BETHANCOURT**, mujer, mayor de edad, casada, secretaria, panameña, vecina de esta ciudad, con cédula de identidad personal número ocho - doscientos diecinueve - mil doscientos diez (8-219-1210), actuando en nombre y representación de **CHESWICK INC.**, sociedad panameña inscrita en la Sección Mercantil del Registro Público a Ficha seis cinco cinco tres ocho cuatro (655384), Documento uno cinco tres nueve seis tres cinco (1539635), quien está debidamente facultada para este acto según consta en el Registro Público, y **REY TAYLOR**, varón, mayor de edad, casado, oficinista, panameño, vecino de esta ciudad, con cédula de identidad personal número ocho-quinientos catorce-mil novecientos diez (8-514-1910), actuando en nombre y de **EASTSHORE INC.**, sociedad panameña inscrita en la Sección Mercantil del Registro Público a Ficha seis cinco cinco dos seis tres (655263), Documento uno cinco tres nueve dos uno siete (1539217) quien está debidamente facultada para este acto según consta en el Registro Público, a quienes conozco, y me pidieron que hiciera constar, como en efecto lo hago que desean formar una sociedad anónima según las disposiciones de la Ley Treinta y Dos (32) del veintiséis (26) de abril de mil novecientos veintisiete (1927), de la República de Panamá y han

convenido en un Pacto Social conforme a las cláusulas siguientes:-----

PRIMERO: El nombre de la sociedad es: **RB CAPITAL FUND INC.** -----

SEGUNDO: La sociedad tiene como fines y objetos los siguientes: -----

a. Establecer, gestionar y llevar a cabo en general el negocio de administración de carteras y fondos de inversión, inversiones bursátiles, financiamiento y corredería en todos sus ramos; organizar o llevar a cabo y emprender cualquier negocio, transacción u operación que comúnmente se lleva a cabo por administradores de carteras y fondos de inversión.-----

b. Adquirir o comprar mediante suscripción, emisión primaria, participación en sindicatos de inversiones, ofertas en mercados o bolsas secundarias, y tener, vender, permutar, vender corto, renunciar, arrendar, ceder, traspasar, hipotecar, gravar, convertir, aprovechar, comerciar, pignorar o de otro modo enajenar acciones, certificados provisionales, bonos, certificados de depósito, bonos soberanos, bonos corporativos, bonos hipotecarios y similares, pagarés garantías, cupones, giros cheques, talones, obligaciones, valores, productos, concesiones, patentes, anualidades, licencias, pólizas, deudas, empresas comerciales y la clientela de las mismas, reclamaciones, privilegios, demandas, instrumentos comerciales, comprobantes de deudas y contratos de cualquier otra persona o compañía, sea cual fuere el negocio que llevaré o estuviere autorizada para llevar a cabo, y sea cual fuere la totalidad de sus operaciones; u otorgados, creados o garantizados por cualquier gobierno, entidad o autoridad pública, municipal, local o de otra índole, ya sea de la República de Panamá, o de otro lugar, y mientras fuera dueña de los mismos, recibir, cobrar, y disponer de los intereses y dividendos sobre los mismos, y de la renta de los mismos, ejercitar todos los derechos, facultades y privilegios de dominio, incluyendo el correspondiente derecho de votación.-----

c. Adquirir y emprender la totalidad o cualquier parte del negocio, o de los bienes y pasivos de cualquier persona o compañía; que lleve cualquier

TERCERO: El capital social autorizado de la Sociedad consiste en DOS MILLONES DE DÓLARES (US\$2,000,000.00), moneda de curso legal de los Estados Unidos de América, dividido en VEINTE MIL (20,000) acciones comunes, con valor de CIEN DÓLARES (US\$100.00) cada una, que podrán ser nominativas o al portador. Los certificados de acciones emitidos al portador podrán ser canjeados por certificados de acciones emitidos de forma nominativa y en ambos casos serán endosables conforme a la práctica usual. -----

CUARTO: El derecho de votación corresponderá exclusivamente a los tenedores de tales acciones y en cualquier Junta de Accionistas los accionistas tendrán derecho a un (1) voto por cada acción así tenida para lo cual presentarán en dicha reunión el certificado o certificados de acciones correspondientes u otra prueba de su derecho en la forma que determine la Junta Directiva. -----

QUINTO: Las Juntas de Accionistas podrán celebrarse en la República de Panamá o en el extranjero. Se entenderán entre presentes las reuniones de juntas de accionistas en que los participantes hayan estado directamente en comunicación por teléfono o telefax, o por cualquier otro medio de comunicación electrónico. En tal caso, se extenderá un acta con expresión de la reunión efectuada, los acuerdos adoptados y la forma en que los participantes han estado en comunicación. Son válidos los acuerdos de accionistas aunque hubieren firmado el documento en lugares y fechas diferentes. -----

SEXTO: Los accionistas sólo son responsables respecto de los acreedores de la sociedad hasta la cantidad que adeuden a cuenta de sus acciones. -----

SÉPTIMO: Cada uno de los suscriptores de este Pacto Social conviene en tomar una (1) acción de las acciones con derecho a voto sin participación. -----

OCTAVO: La sociedad tiene su domicilio en la Ciudad de Panamá, pero podrá establecer sucursales u oficinas en otros países o localidades. -----



NOVENO: El Agente Registrador de la sociedad es la firma de abogados,

BUFETE MF & CO., con oficinas en P.H. Edificio Mossfon, Segundo Piso, Calle 54 Este, Apartado Postal 0832-0886 W.T.C., Panamá, República de Panamá; FAX: (507) 263-9218 y (507) 263-7327; TELEFONOS: (507) 205-5888 y (507) 206-9400. -----

DÉCIMO: La sociedad tiene una duración perpetua. -----

UNDÉCIMO Los libros y registros de la sociedad serán llevados en el lugar que designen los Directores. La sociedad podría llevar los Registros de Actas y Acciones utilizando libros, medios electrónicos y otros mecanismos que autorice la ley. -----

DUODÉCIMO: El número de Directores no será menor de tres (3). -----

DÉCIMO TERCERO: Los primeros Directores y Dignatarios, así como sus direcciones son los siguientes: -----

- CARLOS ALFONSO RINCÓN VALBUENA** ----- Director y Presidente -----
- SARITHA DE LAS MERCEDES BARBOZA**----- Directora y Secretaria-----
- ANA BARBOZA**----- Directora y Tesorera-----

Todos con dirección en EDIFICIO LOS FRAILES, NIVEL PLANTA BAJA (PB), OFICINA 1, CALLE LA GUAIRITA, URBANIZACION CHUAO CARACAS 1060, REPUBLICA BOLIVARIANA DE VENEZUELA.-----

DÉCIMO CUARTO: (a) Los negocios de la sociedad serán administrados por sus Directores. (b) Las vacantes que ocurran en la Junta Directiva podrán ser llenadas mediante aprobación de dos de los directores.-----

DÉCIMO QUINTO: El Representante Legal de la sociedad lo es el Presidente, pudiendo también ejercer ese cargo el Tesorero o el Secretario en las ausencias del Presidente o cualquier persona que la Junta Directiva designe con ese objeto. -----

DÉCIMO SEXTO: (a) Las sesiones de la Junta Directiva podrán celebrarse en la República de Panamá o en el extranjero y cualquier Director podrá estar representado y votar en cualquiera de tales sesiones por apoderado o apoderados, quienes no necesitan ser Directores y quienes pueden ser

nombrados por medio de un documento privado. (b) Se entenderán entre presentes las reuniones de Junta Directiva en que los participantes hayan estado directamente en comunicación por teléfono o telefax, o por cualquier otro medio de comunicación electrónico. En tal caso, se extenderá un acta con expresión de la reunión efectuada, los acuerdos adoptados y la forma en que los participantes han estado en comunicación. Son válidos los acuerdos de directores aunque hubieren firmado el documento en lugares y fechas diferentes. (c) QUORUM: Dos (2) de los Directores o de sus apoderados constituyen quórum en reuniones de la Junta Directiva. Los Directores podrán actuar como tales estampando sus firmas en los documentos pertinentes, sin necesidad de reunirse físicamente, de tal modo que la firma de dos (2) de los Directores en un mismo documento obligará a la sociedad con la misma fuerza legal que una decisión tomada en reunión de la Junta Directiva. -----

DÉCIMO SÉPTIMO: Ningún contrato o transacción entre la sociedad y cualquier otra sociedad será afectado o invalidado por el hecho de que cualquier Director o Dignatario de esta sociedad sea Director o Dignatario de tal otra sociedad. Cualquier Director o Dignatario, individual o mancomunadamente, puede ser parte o estar interesado en cualquier contrato, convenio o transacción de esta sociedad. -----

DÉCIMO OCTAVO: Dos de los Directores de la sociedad pueden otorgar poderes generales o especiales con o sin facultades de disposición, sin necesidad de reunirse. Los Directores no serán responsables por ningún acto ilegal o inapropiado de las personas a las cuales le han otorgado poder o de terceros autorizados para realizar operaciones en nombre y representación de la sociedad. -----

DÉCIMO NOVENO: La sociedad podrá continuar bajo el amparo de las leyes de otro país o jurisdicción cuando la ley de ese país o jurisdicción así lo permita y sea debidamente aprobado mediante resolución de la Asamblea General de Accionistas. -----

NOTARIA CUARTA DEL CIRCUITO DE PANAMA



TIMBRE NACIONAL
3004-00
04.06.10
0945

VIGÉSIMO: Una ^{ocho} personas jurídicas podrá(n) ser Director(es), Dignatario(s), o Liquidador(es) de la sociedad. Estas actuarán a través de sus representantes o personas autorizadas sin necesidad de probar este hecho.-----

Advertí a los comparecientes que la copia de esta Escritura, la cual fue confeccionada, firmada y refrendada por la firma de abogados **BUFETE MF & CO.**, por la Licenciada **JOSETTE ROQUEBERT**, Abogada en ejercicio, debe registrarse, y leída como le fue la misma en presencia de las testigos instrumentales, **JULISA JARAMILLO**, con cédula de identidad personal número ocho-cuatrocientos tres-doscientos noventa y tres (8-403-293) y **ENMA ROJAS**, con cédula de identidad personal número ocho - setescientos cuarenta y uno - dos mil ciento tres (8-741-2103), mayores de edad y vecinas de esta ciudad, a quienes conozco, y son hábiles para el cargo, la encontraron conforme, le impartieron su aprobación y para constancia la firman todos por ante mí, el Notario que doy fe. -----

Esta Escritura Pública lleva el número de Orden **DIEZ MIL CUATROCIENTOS NOVENTA Y NUEVE** ----- (10,499) -----

(fdo.) - **ELBA BETHANCOURT** por **CHESWICK INC.** - Suscriptor -----

(fdo.) - **REY TAYLOR** por **EASTSHORE INC.** - Suscriptor -----

JULISA JARAMILLO ----- **ENMA ROJAS** -----

Refrendada por la firma de abogados **BUFETE MF & CO.**, por la Licenciada **JOSETTE ROQUEBERT**, Abogada en ejercicio.-----

LICENCIADO JAIME EDUARDO GUILLEN ANGUIZOLA, Notario Público Cuarto del Circuito Notarial de Panamá.-----

CONCUERDA con su original esta copia que expido, sello y firmo en la ciudad de Panamá, República de Panamá a los **dos** (2) días del mes de junio, del dos mil diez (2010).



Jaime Eduardo Guillén Anguizola
NOTARIO PUBLICO CUARTO

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8088
2025

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INGRESADO EN EL REGISTRO PÚBLICO DE PANAMÁ

Provincia: Panamá Fecha y Hora: 2010/06/07 18:36:28:8
 Tomo: 2010 Asiento: 097405
 Presentante: CARLOS MARIMON Cedula: 8-245-869
 Liquidación No.: 7010088200 Total Derechos: 801.00
 Ingresado Por: BERIPA03

Milsa de Zurriaga

Jefe de Diario



Inscrito en el Sistema Tecnológico de Información
del Registro Público de Panamá

Sección de Mercantil Ficha No. 703246 Sigla No. S.A.
Documento Redi No. 1788612

Operación Realizada Pactos

Derechos de Registro B/. 791.00

Derecho de Calificación B/. 10.00

Panamá, 8 de junio del 2010.

Ypedini
Registrador Jefe



APOSTILLE

- Convention de la hays du 5 octobre 1961
- 1 Pais PANAMA
- El presente documento público
- 2 ha sido firmado por Umberto Delgado
- 3 quien actua en calidad Registrador Jefe
- 4 y esta revestido del sello/timbre de 8



CERTIFICADO

09 JUN 2010

- 5 EN Panamá 6 el día
- 7 por DIRECCION ADMINISTRATIVA
- 8 Bajo el número 44512
- 9 Sello número 2 Firma Miguel de la Cruz

Esta Autorización no
implica responsabilidad
en cuanto al contenido
del documento

703246

08/06/10

D-1788612