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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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**FOREIGN PROFIT/NONPROFIT CORPORATION
ETERNUS C.A., CORP.**

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Page Count 06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ETERNUS C.A. CORP.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "INC.," "CO.," "CORP.," "INC.," "CO.," or "CORP.")

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

2. VENEZUELA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 29, 2010 5. FIFTY (50) YEARS
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 01, 2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1470 NW 107 AVENUE SUITE E MIAMI, FL 33172
(Principal office address)

1470 NW 107 AVENUE SUITE E MIAMI, FL 33172
(Current mailing address)

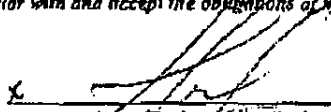
8. TO BUY, SALE, IMPORT, EXPORT CLOTHING, SHOES, GENERAL MERCHANDISE, ETC.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: WILMER GUEDEZ MENDEZ

Office Address: 1470 NW 107 AVENUE SUITE E
MIAMI, Florida 33172
(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.



(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 to the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: WILMER GUEDEZ MENDEZ

Address: 1470 NW 107 AVENUE SUITE E

MIAMI, FLORIDA 33172

Vice President: MASSIEL CAROLINA ATACHO FUENMAYOR

Address: 1470 NW 107 AVENUE SUITE E

MIAMI, FLORIDA 33172

Secretary: MASSIEL CAROLINA ATACHO FUENMAYOR

Address: 1470 NW 107 AVENUE SUITE E, MIAMI, FLORIDA 33172

Treasurer: WILMER GUEDEZ MENDEZ

Address: 1470 NW 107 AVENUE SUITE E, MIAMI, FLORIDA 33172

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

13.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.317.155, F.S.

14. WILMER GUEDEZ MENDEZ

(Typed or printed name and capacity of person signing application)

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TMSC

Tax Management Services Corporation

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CERTIFIES

AUTONOMOUS SERVICE FOR REGISTRATION AND NOTARIES

MERCANTILE REGISTRY FIRST OF THE LARA STATE

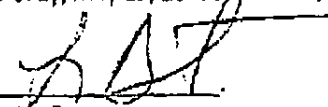
The registered Trade Register Transcribed below, whose original is inscribed in the Book: 5-A, Number: 37 of 2010, as well as participation, note and documents that are faithful transfer from their originals, which are the following lines:

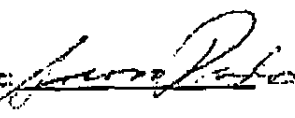
ETERNUS C.A.
FILE NUMBER: 364-4054
INCORPORATED: JANUARY 29, 2010

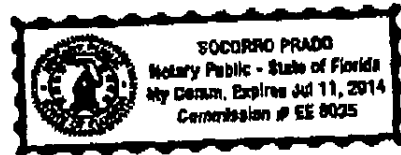
The Company will be known as **ETERNUS C.A.**, with Tax Registration Number (RIF) J-29885480-4. The duration of the company is fifty (50) years, counted from the registration of this record in the mercantile register which may be extended or reduced by any other period to resolve the Assembly As a Shareholder.

We, **Wilmer Guedez Mendez and Messiel Carolina Atacho Fuenmayor** of Venezuelan nationality, who are of age, holders of Identity Cards No. V-11.845.589 and V-13.036.231 respectively, who are single, domiciled in Cabudare, Lara State, we declare: We have agreed constitute, as indeed we do, a company Which be governed by the provisions of this constitutive act, which have been drafted with sufficient breadth, for at the same time serve of by-laws of the company.

This document is a translation from the original official document presented to me in Spanish on Thursday, May 12, 2010, in Miami, Florida.


Lissette Bates
Translator

Notary Public: 
My Commission expires:

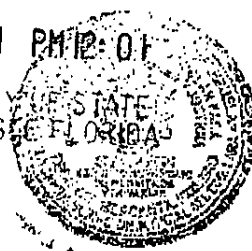


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TALLAHASSEE FLORIDA



REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARIAS.
REGISTRO MERCANTIL PRIMERO DEL
ESTADO LARA

RM No. 364
199° y 150°

Abogado JOSÉ RAMÓN DUDAMEL MENDEZ, Registrador

C E R T I F I C A

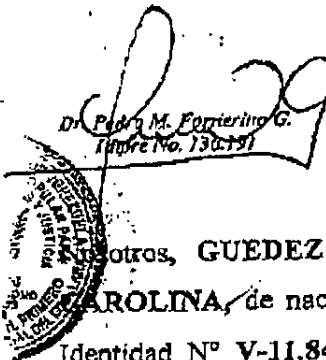
Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 5-A . Número: 37 del año 2010, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

364-4054

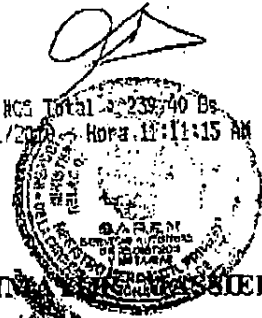
ESTE FOLIO PERTENECE A:
ETERNUS, C.A
Número de expediente: 364-4054

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Nosotros, GUEDEZ MENDEZ WILMER Y ATACHO FUENTES CAROLINA, de nacionalidad venezolanos, mayores de edad, titulares de las Cédulas de Identidad N° V-11.845.589 Y V-13.036.231 respectivamente, solteros, domiciliados en Cabudare, Estado Lara, declaramos: Hemos convenido constituir, como en efecto lo hacemos, una Compañía Anónima, que se regirá por las cláusulas de la presente Acta Constitutiva, las cuales han sido redactadas con suficiente amplitud, para que a la vez sirvan de Estatutos sociales de la compañía.

TITULO I

DENOMINACIÓN DOMICILIO, OBJETO Y DURACIÓN

PRIMERA: La compañía se denominará ETERNUS C.A/ SEGUNDA: la compañía tendrá su domicilio en la Urbanización la morenara con calle 5 local 203-A , Cabudare, Estado Lara, pudiendo establecer sucursales en cualquier otro lugar del Territorio Nacional, previa decisión de la asamblea. TERCERA: El objeto principal de la compañía lo constituye la fabricación, compra-venta, distribución, importación y exportación de prendas de vestir, artículos y accesorios para dama, caballeros, y niños fantasía, regalos, artículos de cuero, porta tabaco, correas, corbatas, zapatería, reloj, carteras, billeteras, marroquinería, bisutería, joyería, perfumería, y toda clase de mercancías del ramo Nacionales o Importadas, haciendo negociaciones al mayor o al detal, podrá realizar cualquier otra actividad de licito comercio conexo con el objeto principal. CUARTA: La duración de la compañía es de cincuenta (50) años, contados a partir de la inscripción de la presente Acta en el Registro Mercantil, que podrá prorrogarse o disminuirse por cualquier otro lapso que resuelva la Asamblea de Accionista.

TITULO II

DEL CAPITAL SOCIAL Y LAS ACCIONES

QUINTA: El capital social es la cantidad de CIENTO MIL BOLIVARES (BS 100.000,00) dividido en cien (100) acciones Nominativas con un valor de mil Bolívars (Bs1.000) cada una suscrito y pagado por los socios de la siguiente manera: el socio GUEDEZ MENDEZ WILMER suscribe y paga cincuenta (50) Acciones por un valor nominal de mil bolívars (Bs1.000) que representan en su totalidad un valor de CINCUENTA MIL BOLIVARES

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