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**FOREIGN PROFIT/NONPROFIT CORPORATION
OBRAS CIVILES Y CONSTRUCCIONES 537 INC**

Certificate of Status	0
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November 15, 2012

FLORIDA DEPARTMENT OF STATE
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SUBJECT: OBRAS CIVILES Y CONSTRUCCIONES 537 INC
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November 14, 2012

FLORIDA DEPARTMENT OF STATE
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LAZARUS

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REF: W12000057449

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Tim Burch
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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. OBRAS CIVILES Y CONSTRUCCIONES 537 INC

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Ltd.," "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

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 01-22-2004

(Date of incorporation)

5. 01-22-2029

(Duration: Year corp. will cease to exist or "perpetual")

6.

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

7. 1000 BRICKELL AVE. STE. 640, MIAMI, FL 33131

(Principal office address)

1000 BRICKELL AVE, STE 640, MIAMI, FL 33131

(Current mailing address)

8. payment of suppliers

(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: Carlos E. Marron

Office Address: 1000 BRICKELL AVE #640

MIAMI FL Florida 33131

(City)

(Zip code)

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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 in 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: RAMON A. MARRON
Address: AVE. BELLAS ARTES, QTA SAOLAIX, LOS CHAGUARAMOS
CARACAS VENEZUELA

Vice Chairman: _____
Address: _____

Director: RAQUEL AZPURUA DE MARRON
Address: AVE. BELLAS ARTES, QTA SAOLAIX, LOS CHAGUARAMOS
CARACAS VENEZUELA

Director: _____
Address: _____

B. OFFICERS

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: DENISSE GOMEZ
Address: AVE. BELLAS ARTES, QTA SAOLAIX, LOS CHAGUARAMOS, CARACAS VENEZUELA

Treasurer: NORAH AZPURUA
Address: AVE. BELLAS ARTES, QTA SAOLAIX, LOS CHAGUARAMOS, CARACAS VENEZUELA

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.817.155, F.S.

14. Ramon Marron - Chairman Director
(Typed or printed name and capacity of person signing application)

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REPÚBLICA BOLIVARIANA DE VENEZUELA
 Verónica A. Alvizu D.
 INTERPRETE PÚBLICO
 IDIOMA INGLÉS
 GACETA OFICIAL N° 39.968
 DE FECHA 19 DE JULIO DE 2012

before you state the following: I hereby submit the Articles of Incorporation – Bylaws of the company **OBRAS CIVILES Y CONSTRUCCIONES 537, C.A.** for posting and publication as well as the inventory of assets subscribed by the shareholders proving the remittance of the capital stock contribution. _____

I hereby request you to order the issuance to me of a certified copy of the records, Articles of Incorporation – Bylaws and inventory supporting the capital stock and of the instrument that stipulates it, for legal publishing. _____

Let justice be done in Caracas on December 18, 2003. _____

(Signed illegibly) **RAMON A. MARRON MORRENO; I.D. V-2956066** _____

(There appear revenue stamps for the total amount of **THREE THOUSAND THREE HUNDRED BOLIVARS (Bs. 3,300.00)** stamped with the date of **January 22, 2004**, duly rendered void by a linear seal which reads as follows: **VOIDED BY STATE COMMERCIAL REGISTRY, JUDICIAL CIRCUIT FOR THE CAPITAL DISTRICT AND STATE OF MIRANDA**.)

MINISTRY FOR INTERNAL AFFAIRS AND JUSTICE. FOURTH COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA. Caracas, January 22, two thousand and four. Year 193rd of Independence and 144th since Federation. Having considered the above petition, and complied with all requirements by law, enter it legally in the Commercial Registry Book along with the document submitted: post and publish the relevant registry: do create a record of the company and file the original together with the Articles of incorporation - Bylaws and other attached requirements. Issue the legal certified copy for the purposes of publishing. The foregoing document drafted by

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 VOIDED BY STATE COMMERCIAL REGISTRY OF MIRANDA

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INTÉRPRETE PÚBLICO
ID. 004140005
GACETA OFICIAL N° 39.968
DE FECHA 19 DE JULIO DE 2012

The undersigned, Verónica A. Alvizu D., a Sworn Translator for the Republic of Venezuela, as evidenced by an Official License, issued unto her and published in Official Gazette No. 39968 on July 19, 2012, and registered with the Main Registry Office for the Federal District, under No. 219, folio 219, Volume 46, does hereby certify that the attached copy of a document issued in Spanish has been submitted to her for translation and that the following is a true English version thereof: -----

MINISTRY FOR INTERNAL AFFAIRS AND JUSTICE -----

FOURTH COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUIT -----

CAPITAL DISTRICT AND STATE OF MIRANDA -----

LAWYER YANOSSELLI COLMENARES DE ANDRADE, FOURTH COMMERCIAL -----

REGISTRAR FOR THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND -----

STATE OF MIRANDA, C E R T I F I E S: -----

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That the following is a true and accurate copy of the original entry recorded with the Commercial Registry under No. 3, Volume 4-A Cto. of the year 2004 as well as of the PARTICIPATION, NOTICE AND DOCUMENT, which reads as follows: -----

THIS PAGE BELONGS TO: OBRAS CIVILES Y CONSTRUCCIONES 537, C.A.
32/EVA. 89754 -----

For: The Fourth Commercial Registrar for the Judicial Circuit of the Federal District and State of Miranda. Hand delivered. -----

I, RAMON A. MARRON MORRENO, a Venezuelan citizen, of legal age, of this domicile, bearer of Identity Card No. V-2958003, acting herein on behalf and in representation of the company OBRAS CIVILES Y CONSTRUCCIONES 537, C.A. of this domicile, duly authorized to sign this petition as is evidenced by the dual

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DE FECHA 19 DE JUNIO DE 2012

Identification was made as follows: RAMON A. MARRON MORENO, I.C. V-
2956068.

The Fourth Commercial Registrar

Signed LAWYER YANOSELLI COLMENARES DE ANDRADE

THIS PAGE BELONGS TO: OBRAS CIVILES Y CONSTRUCCIONES 537, C.A.;
CONV 32/EVA.

We, RAMON ANTONIO MARRON MORENO and RAQUEL AZPURUA DE
MARRON, both of legal age, Venezuelan citizens, and bearers of Identity Cards
No. V.2956068 and V-3221213, respectively, hereby state that we have agreed to
incorporate a Company that shall be governed by the law on the legal status of
corporations and the following Articles which have been drafted broadly enough to
be the Company's Articles of Incorporation and Bylaws:

CHAPTER I

NAME, DOMICILE, PURPOSE AND DURATION

ARTICLE 1: The name of the Company is OBRAS CIVILES Y
CONSTRUCCIONES 537, C.A. The Shareholders' Meeting shall have the power
to expand or abbreviate such name whenever deemed convenient.

ARTICLE 2: The Company shall be domiciled in the City of Caracas, but it may
establish agencies, branches, offices and subsidiaries within and outside the
territory of the Republic by means of a resolution adopted in a Shareholders'
Meeting.

ARTICLE 3: The purpose of the Company shall be the execution of Engineering
Works, Soil Surveys, Preparation of Projects and Construction of civil engineering

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DE FECHA 19 DE JULIO DE 2012

deforestation, felling and gardening, road maintenance (sic), surfacing, refurbishing, all in all any kind of civil works; acquire, encumber, sell real estate or other property, and will also carry out any other business that the shareholders may consider including wherever the same may be permitted by law. _____

ARTICLE 4: The duration in the Company shall be of twenty five (25) years commencing on the date of its registration with the relevant Commercial Registry. Upon expiration of such term, the Shareholders' Meeting shall decide if it is extended for an equal duration or the Company's dissolution. Failure to hold the Shareholders' Meeting when the initial term expires does not imply the Company's activities have to cease if such activities have in fact not ceased at such date.

Whatever the case may be, timely notice shall be made to the Commercial Registry. _____

ARTICLE 5: The fiscal year of the Company shall commence the 1st day of January and end the 31st day of December of each year, except for the first fiscal year which shall commence on the date of recording in the Commercial Registry and end the 31st day of December of the current year. _____

CHAPTER II _____

CAPITAL, SHARES AND SHAREHOLDERS _____

ARTICLE 6: The capital of the Company shall be Fifty Million Bolivars (Bs. 50,000,000.00) divided into One Hundred (100) nominative shares with a par value of Five Hundred Thousand Bolivars (Bs. 500,000.00) each. The Company's shares have been subscribed to in the following manner: Seventy (70) shares by RAMON

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RAQUEL AZPURUA DE MARRON, for a total of Fifteen Million Bolivars (Bs. 15,000,000.00) that has been one hundred percent (100%) paid-in, i.e. the amount of Fifteen Million Bolivars (Bs. 15,000,000.00) by means of assets accepted by the shareholders and which are listed in an annex attached hereto, as an integral part of this document thus deemed to be reproduced herein. _____

ARTICLE 7: Each share shall be entitled to one vote at all Shareholders' Meetings. The ownership of the shares shall be indivisible with respect to the Company and if such ownership is attributed to several persons, they shall appoint a representative to the Shareholders' Meetings, failing that, a Director of the Company shall act as representative. The shares are nominative, non-convertible to the bearer. _____

ARTICLE 8: Each Shareholder wishing to sell his/her shares agrees to give the other Shareholders a right of first refusal to purchase such shares, in proportion to the capital subscribed by each one of them, in order to exercise such right. _____

Shareholder wishing to sell his/her shares shall give written notice to the other Shareholders; the latter shall have a term of thirty (30) calendar days following date on which the other Shareholder notified the offer to make a decision to regard. Once the term expires, if the Shareholders reject the right of first refusal or do not answer the notice, the Shareholder wishing to sell his/her shares is entitled to freely dispose of his/her shares. _____

ARTICLE 9: Ownership of the shares shall be transferred by the signature of the transferor, the transferee and the Directors of the Company in the Company's Shareholders' Registry kept for such purpose and a duly notarized Sale Agreement. _____

CHANGES IN _____

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ARTICLE 10: The administration of the business of the Company shall be entrusted to two Managing Directors, who shall act jointly or severally, who shall have their respective alternates appointed, who may or may not be shareholders of the Company. The Managing Directors, who shall bind the Company, shall have the broadest powers of administration and disposition of the assets of the Company, shall be appointed by the Shareholders' Meeting and shall hold office for five (5) years and can be eligible for re-election. If by any chance the Shareholders' Meeting is not timely held, each officer shall continue in office until replaced. Likewise, the Shareholders' Meeting shall appoint to cover their absolute or temporary absence. Each one of the Directors shall deposit in the Company's Treasury Department ten (10) shares of the Company's capital stock as established in Article 244 of the Commercial Code.

ARTICLE 11: The Managing Directors shall have the following functions:

- 1.) To represent the Company in business with third parties and carry out all the necessary actions for the defense of assets, rights and interests of the Company on any judicial, administrative or extra judicial grounds.
- 2.) To appoint and remove the Company's employees and blue-collar workers, establishing their respective remuneration.
- 3.) To decide on the acquisition, selling and encumbrance of the Company's assets, establishing prices, guarantees, method of payment and other convenient terms and conditions.
- 4.) To enter into all kinds of contracts in which the Company may have an interest.

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DE FECHA 19 DE JULIO DE 2012

5.) To deliver a complete copy of the Balance Sheet and Profit and Loss Statement to the Statutory Auditor of the Company at least thirty (30) days before the date in which the Shareholders' Meeting will be held so that the Statutory Auditor is able to render the report required by the Commercial Code. _____

6.) To prepare the Company's expense budget for each fiscal year as well as the special investments' project. _____

8.) To supervise the accounting of the Company and make the necessary outlays for its interest and improvement. _____

10.) To determine the amount of the Reserve Fund, in accordance with the provisions of the Commercial Code and the provisions herein. _____

11.) To establish the amount, terms and conditions of the guarantees or bonds which have to be presented for the interest of the Company. _____

12.) To call the Annual and Special Shareholders' Meetings establishing agenda, place and date of the meetings. _____

13.) To enter into contracts and sign documents of the Company. This function may be delegated to a special factor or special authorized agents to the extent considered necessary or convenient. _____

14.) To establish agencies or branches within and outside the territory of the country. _____

15.) To issue the Company's Internal Regulations. _____

16.) To represent the Company in all matters falling within its competence or determined by the Shareholders' Meeting. _____

17.) To represent the Company in any judicial and/or administrative grounds, being able to grant special powers of attorney in lawyers of his/her trust awarded them

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 DE FECHA 19 DE JULIO DE 2012

lawsuits, exceptions, counterclaims, receive judicial summons and notifications, convene, settle, desist, compromise in arbitration based on equity or the law, make bids at auctions and to guarantee them, and in general to take on the full defense of the Company's interests. _____

18.) To establish, without prejudice to the provisions of the relevant laws, the percentage on profits and bonuses considered convenient for the Company's employees. _____

19.) To appoint managers or commercial factors when deemed necessary, setting their respective remuneration. _____

20.) To represent the Company without limitation and with broad disposition powers, in all matters not included herein and which do not specifically fall within the competence of the Shareholders' Meeting. _____

ARTICLE 12: The two (2) Directors of the Company must strictly follow the resolutions and decisions adopted by the Shareholders' Meeting, and specially the provisions herein, being both personally liable before the Company and third parties for any questionable actions. _____

CHAPTER IV _____

STATUTORY AUDITOR _____

ARTICLE 13: The Company shall have a Statutory Auditor elected by the Shareholders' Meeting, who shall hold office for a five (5) year period and may be eligible for re-election and shall remain in office even if the term has expired and until his successor has been elected and taken office. _____

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shall compare it with the accounting entries and submit a summarized report of such Balance Sheet including his/her opinion to the Shareholders' Meeting, stating his/her objections, if any, to such Balance Sheet. Prior to each increase or decrease of the Company's capital stock or if there are plans to sell more than 50% of its real estate assets, the Statutory Auditor shall present the Shareholders' Meeting a report.

CHAPTER V

BALANCE SHEET, DIVIDENDS AND RESERVE FUNDS

ARTICLE 15: Accounts are closed the 31st day of December of each year, and a Balance Sheet shall be prepared in accordance with the provisions of Article 304 of the Commercial Code. Such Balance shall exactly express and evidence the status

of the Company's assets and liabilities, those benefits indeed obtained or experienced losses, giving to each of corporate assets the value that they have or the one presumed to them. Non-collectable credits shall not have value.

ARTICLE 16: After the Balance Sheet has been verified, a percentage of the profits of each fiscal year, if any, shall be set aside each year in a reserve fund until such reserve fund reaches at least ten percent (10%) of the capital stock. The remaining amount shall be distributed among the Shareholders as Dividends, in proportion to the number of their shares.

ARTICLE 17: A copy of the Balance Sheet shall be delivered to the relevant Commercial Registrar in order to be filed in the Company's records, within fifteen (15) days following the approval of such Balance Sheet by the Shareholders' Meeting.

CHAPTER VI

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 DE FECHA 19 DE JULIO DE 2012

ARTICLE 18: The supreme authority and control of the Company shall be vested in the Shareholders' Meeting, who shall exercise them by way of the Directors. The Shareholders' Meetings are Annual and Special, and duly constituted they represent all the Shareholders. Notice of any Shareholders' Meeting, must be given to the Shareholders by means of a letter or telegram with return receipt or by means of the publication of the call in a daily newspaper of the city of Caracas, which notice must be made at least five (5) days prior to the date of the Shareholders' Meeting except otherwise provided by law. The requirement of prior notice can be waived when all of the shareholders are present at the Meeting, and it must be expressly stated in the Minutes of the pertinent Shareholders' Meeting.

ARTICLE 19: The Annual Shareholders' Meetings shall be held during the month of March of each year. Special Shareholders' Meetings shall be held as often as deemed necessary prior call made by the Statutory Auditor or Shareholders representing at least twenty percent (20%) of the capital stock of the Company. —

ARTICLE 20: Minutes of every Shareholders' Meeting shall be drawn up and recorded in a special book identified as Minutes of Shareholders or of Shareholders' Meetings, said minutes shall clearly state the names and surnames of the Shareholder or his/her representative; the number of shares which they own or represent, the decisions adopted, pointing out if they were made unanimously or by majority, and in general a summary of all remarks made by any of the shareholders or their representatives. Such minute shall be signed by all the Shareholders, even those who did not agree thereto. If one or more shareholders

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ARTICLE 21: The Shareholders' Meeting shall have the following specific powers:

- 1) To appoint the Company's Directors, Statutory Auditor and their alternates, setting their remunerations. _____
- 2) Approve, disprove or modify the Balance Sheet or the Profit and Loss Statement. _____
- 3) Any other matter or matters submitted for its consideration. _____

ARTICLE 22: The Special Shareholders' Meetings shall have the following specific powers: _____

- 1) To hear and decide on the Company's dissolution or the extension of its duration. _____
- 2) To increase or decrease the capital stock. _____
- 3) To amend the Articles of Incorporation and Bylaws. _____
- 4) To determine when dividends are to be paid to the Shareholders and how they will be paid. _____
- 5) To appoint the Company's authorities, Statutory Auditor and their respective alternates when the Annual Shareholders Meeting cannot appoint them due to time being of the essence or impossibility to do so. _____
- 6) To decide on any matter submitted to its special consideration and in conclusion to exercise all the powers provided by law. _____

ARTICLE 23: The Shareholders' Meetings are not considered valid unless all the Shareholders have been duly called and shall consist of a number of shareholders representing at least seventy-five percent (75%) of the capital stock. _____

If a Shareholders' Meeting is not held due to lack of quorum of 75% of the capital stock, it can be held on the third working day as of the date set for the original

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DE FECHA 19 DE JULIO DE 2012

Decisions shall be made by 65% of the attendants notwithstanding the number of same.

ARTICLE 24: The shareholders may be represented in the Shareholders' Meetings by Company's authorized agents, designated by means of a proxy addressed to any of the Company's Directors, without prejudice to Article 285 of the Commercial Code.

CHAPTER VII

LIQUIDATION OF THE COMPANY

ARTICLE 25: In the event the Company is to be liquidated, the Shareholders' Meeting shall be vested with the broadest powers of disposition and administration; it may deliberate and decide on such liquidation as well as on the Shareholders' Equity, by the Shareholders thereat, whichever their number, provided that all the Shareholders of the Company have been duly called to such Shareholders' Meeting.

CHAPTER VIII

TRANSITORY PROVISIONS

ARTICLE 26: The following appointments are made, until the next Annual Shareholders' Meeting corresponding to the year 2008 is held: RAMON A. MARRON MORENO as Managing Director, Identity Card No. 2956066, RAQUEL AZPURUA DE MARRON as Managing Director, Identity Card No. V.3981213, CARLOS EDUARDO MARRON COLMENARES, Identity Card No. V.13532235 and NORAH AZPURUA RIOS, Identity Card No.V-1852774 as alternate of the

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Commercial Administrators and Public Accountants under No.62 as Statutory Auditor. _____

ARTICLE 27: RAMON A. MARRON MORENO, identified herein, is hereby authorized to submit this document to the Commercial Registrar and request its filing and subsequent legal publication. Caracas on December 18, 2003. _____

(Signed illegibly) RAMON A. MARRON MORENO, I.D. 2956068. _____

(Signed illegibly) RAQUEL AZPURUA DE MARRON, I.D. 3981213. _____

Caracas, January twenty-second (22) of the year two thousand and four (SIGNED) RAMON A. MARRON MORENO. LAWYER YANOSELLI COLMENARES DE ANDRADE. THIS CERTIFIED PUBLICATION COPY IS ISSUED IN ACCORDANCE TO FORM 18 (illegible number) 318. _____

32/EVA. _____

(Signed illegibly) LAWYER YANOSELLI COLMENARES DE ANDRADE, FOURTH COMMERCIAL REGISTRAR." _____

(NOTES BY TRANSLATOR: 1) A round seal of the Fourth Commercial Registry has been affixed a total of thirty-five times; 2) On the upper and left margins of the second page there appear several handwritten numbers and information irrelevant to the document, there also appears a rectangular seal which reads as follows: Received: January 14, 2004, Form No. 166318. Reviewed (illegible) 4010345833, Received by: (illegible signature) January 19, 2004, and on the upper right margin there appears a round seal which reads as follows: Fourth Commercial Registry, Reviewing Lawyer, signed illegibly; 3) On the lower left margin of the petition and the first page of the Articles of Incorporation - Bylaws there appears a rectangular seal which reads as follows: SEEN AND APPROVED dated January 14, 2004

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of the Articles of Incorporation – Bylaws, there appears an illegible signature and the seal of Lawyer Raquel Azpurua Rios, registered with the Lawyers' Welfare Association under No. 14733; 5) There was a collation error after Item 6 of Article 11, thus the Lawyer's seal appears overleaf but the translation follows a logical order; item 7 in Article 11 does not appear in the copy of the document.) _____

The above is true and exact translation of the attached original document, IN WITNESS WHEREOF I have hereunto set my hand and affixed my seal in Caracas, on this seventeenth day of October two thousand and twelve.

REPÚBLICA BOLIVARIANA DE VENEZUELA
 Verónica A. Alvizu D.
 INTERPRETE PUBLICO
 IDIOMA INGLES
 GACETA OFICIAL N° 39.968
 DE FECHA 19 DE JULIO DE 2012



Verónica A. Alvizu D.
 Sworn Translator

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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