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TALLAHASSEE, FLORIDA

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*Handwritten signature* 10/09/13

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** INVERSIONES AGRI REPUESTOS, Corp.

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:

Omar J. Risso

Name of Person

INVERSIONES AGRI REPUESTOS, Corp.

Firm/Company

2475 Brickell Ave, Apt. 1604

Address

Miami, FL 33129

City/State and Zip code

omar.risso@gmail.com

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

For further information concerning this matter, please call:

Omar J. Risso

Name of Person

at ( 786 ) 469-1391

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  
AL

\$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. INVERSIONES AGRI REPUESTOS, 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

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. 01/07/2010

(Date of incorporation)

5. Perpetual

(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. Calle Guanta Qta. La Casita Nro. 25-05. Urb. El Cafetal Mpio. Baruta Caracas, Venezuela

(Principal office address)

2475 Brickell Ave, Apt. 1604, Miami, FL 33129

(Current mailing address)

8. Trade auto parts and equipment.

(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: Lamadrid Financial Services, Corp

Office Address: 1267 S. Pine Island Rd

Plantation, Florida 33324

(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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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.

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

**A. DIRECTORS**

Chairman: Alonso Araque Valenzuela  
Address: Calle Guanta Qta. La Casita Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

Vice Chairman: Maria Inmaculada Roja  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

Director: Omar J. Rizzo Cabeza  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

Director: Wilfredo J. Casanova Diaz  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

**B. OFFICERS**

President: Alonso Araque Valenzuela  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

Vice President: Maria Inmaculada Roja  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

Secretary: Omar J. Rizzo Cabeza  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal

Treasurer: Wilfredo J. Casanova Diaz  
Address: Calle Guanta Qta. La Casita, Nro. 25-05, Urb. El Cafetal  
Mepio Baruta, Caracas, Venezuela

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

13. [Signature] 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. OMAR J. RIZO  
(Typed or printed name and capacity of person signing application)

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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA



*I, Gustavo Enrique Griman Carpio, the undersigned, a certified Public Interpreter and Translator of the Bolivarian Republic of Venezuela in the English language, as per title published in the Official Gazette No. 32.525 on July 28, 1982, and duly registered in the Main Public Registry Office in the Federal District under No. 102, folio 58 and overleaf, Volume 3, and recorded in the First Court of Common Pleas in Civil Matters on July 12, 1982, DO HEREBY CERTIFY THAT the true and correct translation of the attached document reads as follows:*

**“BOLIVARIAN REPUBLIC OF VENEZUELA**

**MINISTRY OF THE PEOPLE’S POWER FOR INTERNAL AFFAIRS AND JUSTICE**

**AUTONOMOUS SERVICE OF REGISTRY  
AND NOTARY OFFICES  
SECOND COMPANIES REGISTRY OF THE  
CAPITAL DISTRICT**

**RM No. 221  
203<sup>rd</sup> and 154<sup>th</sup>**

**I, YONMAR YOHANNY MONTOYA, Second Companies Registrar, do hereby**

**CERTIFY**

**that the Commercial Registry record attached hereto, the original of which is recorded in Volume 75-A Second, Number 118, Year 2013, as well as the notice, note and document also attached hereto are true copies of their respective originals, and that same read as follows:**

**221-9078**

**This document belongs to:**

**INVERSIONES AGRI REPUESTOS, C.A.**

**File No.: 221-9078**

*/Seal of the Second Companies Registry/*

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TALLAHASSEE, FLORIDA**



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PALMACHESSE, FLORIDA

*/signed/*  
Luis Neomar Estrada Gonzalez  
Attorney at Law  
Bar Reg. 142393

BOLIVARIAN REPUBLIC OF VENEZUELA  
SECOND COMPANIES REGISTRY  
OF THE JUDICIAL CIRCUIT OF THE  
CAPITAL DISTRICT AND STATE OF MIRANDA

Filed on: 07/10/2013  
Application No.:  
Delivered on: 07/15/2013  
Received by: */illegible/*  
Telephone: ----

Honorable

SECOND COMPANIES REGISTRAR OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

I, ALEJANDRO VICENTE DARRIBA CERVERO, Venezuelan, of legal age, married, domiciled in this city, civilly able, and holder of ID Card No. V-4350317, being duly authorized by the shareholders of INVERSIONES AGRI REPUESTOS, C.A., a company registered in the Second Companies Registry of the Judicial Circuit of the Capital District and State of Miranda on January 7, 2010 under No. 39, Volume 4-A Second, file No. 221.9078, telephone number: (0212) 975.40.65, do hereby notify this Second Companies Registry that the Special Shareholders Meeting of the aforementioned company held on December 15, 2011, resolved upon the following issues: change of domicile, appointment of new auditor; amendment and new wording of Clause Six of the Articles of Incorporation/Bylaws of the company; amendment and new wording of Clause Seven of the Articles of Incorporation/Bylaws of the company; amendment and new wording of Clause Eight of the Articles of Incorporation/Bylaws of the company; amendment and new wording of Clause Nine of the Articles of Incorporation/Bylaws of the company; amendment and new wording of Clause Ten of the Articles of Incorporation/Bylaws of the company; addition and wording of a new clause to the Articles of Incorporation/Bylaws of the company, and appointment of a



new Board of Directors. I hereby further request this notification to be entered in the company's file and the minutes of the abovementioned Special Shareholders Meeting to be registered. Finally I request the issuance of a certified copy of this notification and any relevant documentation upon due compliance with the formalities set forth in the law. Caracas, on the date of filing hereof.

*/signed/*

*/Seal of the Second Companies Registry/*

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PALM BEACH, FLORIDA



**BOLIVARIAN REPUBLIC OF VENEZUELA**

**MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE**

**AUTONOMOUS SERVICE OF REGISTRY  
AND NOTARY OFFICES  
SECOND COMPANIES REGISTRY OF THE  
CAPITAL DISTRICT**

**RM No. 221  
203rd and 154th**

**Libertador Municipality, August 3, 2013**

The preceding notice has been filed by the signatory thereof for its registration in the Companies Registry. Be it done so as provided by the Law and be the original filed along with the attachments thereto. Be the copy for publication issued. The attached document was drawn up by LUIS NEOMAR ESTRADA GONZALEZ, attorney at law Bar Reg. No. 142393, and has been entered in the Commercial Registry under No. 118 in Volume 75-A-Second. Fees paid: Bs 269.64 as per voucher RM No. 22100319301. Bank voucher No. 72627652 for Bs 149.80. The applicant was identified as ALEJANDRO VICENTE DARRIBA CERVERO, ID Card No. V-4350317.

Revised by: LUIS RAFAEL MARIN RAMIREZ, attorney at law

**Second Companies Registrar**

**Signed. YONMAR YOHANNY MONTOYA**

This page belongs to:

**INVERSIONES AGRI REPUESTOS, C.A.**

**File No.: 221-9078**

**MOD**

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**STATE DEPT OF STATE**  
**EMBASSY OF VENEZUELA**  
**MIAMI, FLORIDA**





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TALLAHASSEE, FLORIDA

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*/signed/*  
Luis Ncomar Estrada Gonzalez  
Attorney at Law  
Bar Reg. 142393

I, ALONSO ARAQUE VALENZUELA, Venezuelan, of legal age, single, civilly able, domiciled in this city, holder of ID Card No. V-4931233, President of INVERSIONES AGRI REPUESTOS, C.A., a company registered in the Second Companies Registry of the Judicial Circuit of the Capital District and State of Miranda on January 7, 2010 under No. 39, Volume 4-A Second, file No. 221.9078, do hereby certify that the following is a true and complete copy of the original minutes as entered in the Book of Minutes of Shareholders Meetings of my principal and that same reads as follows: 'MINUTES OF THE SPECIAL SHAREHOLDERS MEETING OF INVERSIONES AGRI REPUESTOS, C.A. On this 15<sup>th</sup> day of December, 2012, ALONSO ARAQUE VALENZUELA, Venezuelan, of legal age, single, civilly able, domiciled in this city, holder of ID Card No. V-4931233, holder of THREE THOUSAND FIVE HUNDRED (3500) shares of the company; MARIA INMACULADA ROJAS, Venezuelan, of legal age, married, civilly able, domiciled in this city, holder of ID Card No. V-9330875, holder of THREE THOUSAND FIVE HUNDRED (3500) shares of the company; OMAR JOSE RISSO CABEZA, Venezuelan, of legal age, single, civilly able, domiciled in this city, holder of ID Card No. V-12898703, holder of SEVEN THOUSAND (7000) shares of the company; and WILFREDO JOSE CASANOVA DIAZ, Venezuelan, of legal age, single, civilly able, domiciled in this city, holder of ID Card No. V-9413018, holder of SEVEN THOUSAND (7000) shares of the company, met at the main office of the company to hold a Special Shareholders Meeting. After verification of compliance with the quorum required by law and being the whole capital stock of the company represented hereat, for which reason the pertinent notice of call was waived, the



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Meeting was declared validly constituted by its Chairman, ALONSO ARAQUE VALENZUELA, to deliberate and resolve upon the following issues: FIRST ISSUE: change of domicile; SECOND ISSUE: appointment of new auditor; THIRD ISSUE: amendment and new wording of Clause Six of the Articles of Incorporation/Bylaws of the company; FOURTH ISSUE: amendment and new wording of Clause Seven of the Articles of Incorporation/Bylaws of the company; FIFTH ISSUE: amendment and new wording of Clause Eight of the Articles of Incorporation/Bylaws of the company; SIX ISSUE: amendment and new wording of Clause Nine of the Articles of Incorporation/Bylaws of the company; SEVENTH ISSUE: amendment and new wording of Clause Ten of the Articles of Incorporation/Bylaws of the company; EIGHTH ISSUE: addition and wording of a new clause to the Articles of Incorporation/Bylaws of the company; and NINTH ISSUE: appointment of a new Board of Directors. After opening the first issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Three of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "The domicile of the Company is Avenida Rio Caura, Edificio Torre Humboldt, Piso M1, oficina 13, Poste 14FM0140, telephone (212) 975.40.65, Urbanizacion Parque Humboldt, Parroquia Baruta, Municipio Baruta, Estado Miranda." After opening the second issue in the agenda for discussion and upon due consideration thereof, the Meeting appointed MARIA COROMOTO MARTIN POVEDA, Venezuelan, of legal age, domiciled in this city, single, civilly able, holder of ID Card No. V-9966664, FIR No. V-09966664-8, accountant by profession, C.A.A. 106270, as the new Auditor of the company. After opening the third issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Six of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "All shares are

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equal and give the holders thereof the same rights and obligations. The shares are indivisible with respect to the company which shall recognize only one holder per share. Each share entitles its holder to one vote at the Shareholders Meeting. First Paragraph: In case any shareholder wishes to sell all or a portion of his shares, the remaining shareholders shall have a pre-emptive right to acquire the shares being sold in proportion to the number of shares held by each shareholder. The shareholders shall have a 30-day term to exercise their preemptive right as of the date the offer of sale is made. The price of sale shall be the one established for the current fiscal year. Upon expiration of said term, if shareholders have failed to exercise their preemptive right or have decided not to purchase the shares on sale, the selling shareholder may freely sell his shares to any third party. If the price to be obtained from the sale of shares to any third party is lower than the one established for the current year, the selling shareholder shall offer again, by means of written notice, his shares to the remaining shareholders at the price proposed by the third party. Upon expiration of eight days after the date of the new offer, if the remaining shareholders show no interest in acquiring the shares on sale at the lower price, the selling shareholder may freely sell his shares to the interested third party. Any sale of shares shall be recorded in the Book of Shareholders and signed by the relevant seller and buyer." After opening the fourth issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Seven of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "The administration of the company shall be entrusted to the Board of Directors composed of three Directors who shall be appointed by the Shareholders Meeting and shall hold office for ten (10) years and may be re-elected. Each Director shall deposit one (1) of his shares as security for his performance as Director pursuant to article 244 of the Venezuelan Code of Commerce." After opening the fifth issue in the agenda for



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TALLAHASSEE, FLORIDA

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discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Eight of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "The members of the Board of Directors shall sign jointly and have full powers of administration and disposal, including to judicially and extra-judicially represent the company on any matters whatsoever, to file and answer claims and counterclaims, to settle, abandon or compromise and agree through arbitration, request resolution by equity, sell, exchange, receive sums of money, give receipts and releases, exercise the right to litigation, purchase, dispose of and encumber, to appoint attorneys and agents and affix their duties, powers and remunerations, open and close checking accounts, endorse, draw, back, cancel, accept or issue letters of exchange, checks, notes, powers of attorney and any other type of commercial papers, apply for loans, dispose of or encumber personal and real property, call for and preside over shareholders meetings, enter into and execute any kind of agreements and contracts on behalf of the company. The Directors may also endorse credit transactions but may not issue any endorsements or bonds for third parties." After opening the sixth issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Nine of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "The Shareholders Meeting, whether regular or special, is the highest authority of the company and shall have the powers conferred upon it by the national legislation concerning the matter and these Articles of Incorporation/Bylaws. The Regular Shareholders Meeting shall be held within ninety (90) days after the closing of the corresponding company's fiscal year. The Special Shareholders Meeting shall be held whenever the Board of Directors may deem it fit or may be called upon request to the Board of Directors by a number of shareholders representing the majority of the capital stock." After opening the seventh issue



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THE CLERK OF STATE  
TALLAHASSEE, FLORIDA

in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the amendment and new wording of Clause Ten of the Articles of Incorporation/Bylaws of the company which hereinafter shall read as follows: "The Shareholders Meetings, whether regular or special, shall be called by notice published in a newspaper of national circulation at least five (5) days before the date set for the Shareholders Meeting pursuant to article 277 of the Code of Commerce. Any resolutions of the Shareholders Meeting shall be adopted by absolute majority of shareholders. Any Shareholders Meeting shall be duly constituted with the presence of shareholders representing seventy percent (70%) of the company's capital stock. No call shall be required whenever one hundred percent (100%) of the capital stock of the company is represented at the Shareholders Meeting." After opening the eighth issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the addition of a new clause to the Articles of Incorporation/Bylaws of the company which shall read as follows: "It is an unavoidable requirement for the admission of any individual as shareholder of the company to promise to enter into a marriage contract in case said individual decides to get married." After opening the ninth issue in the agenda for discussion and upon due consideration thereof, the Meeting unanimously approved the appointment of ALONSO ARAQUE VALENZUELA as First Director, WILFREDO JOSE CASANOVA DIAZ as Second Director, and OMAR JOSE RISSO BAEZA as Third Director. Having no further issue to deliberate and resolve upon, the Meeting fully authorized ALEJANDRO VICENTE DARRIBA CERVERO, Venezuelan, of legal age, married, domiciled in this city, civilly able, and holder of ID Card No. V-4350317, to carry out any proceedings required for the registration of these minutes and to sign any documents that may necessary for such purpose. The Meeting was then adjourned and upon completion of these Minutes, same were read to all those present thereat who, being in



agreement with their content, signed hereunto. (signed) ALONSO ARAQUE VALENZUELA; (signed) MARIA INMACULADA ROJAS; (signed) OMAR JOSE RISSO CABEZA; and (signed) WILFREDO JOSE CASANOVA DIAZ.

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DEPT. OF STATE  
EMBASSY OF FLORIDA

LIBERTADOR MUNICIPALITY. THIS 5<sup>th</sup> DAY OF AUGUST IN THE YEAR TWO THOUSAND-THIRTEEN. /signed/ ALEJANDRO VICENTE DARRIBA CERVERO, YONMAR YOHANNY MONTOYA. THIS CERTIFIED COPY FOR PUBLICATION HAS BEEN ISSUED AS PER APPLICATION No. 221.2013.2.14855.

*/signed/*

YONMAR YOHANNY MONTOYA

Second Companies Registrar

*/Seal of the Second Companies Registry./*

*The foregoing is a true and correct translation of the attached document, written in the Spanish language, which has been done at the request of the party concerned. IN WITNESS WHEREOF I hereunto set my hand and affix my seal of office, at Caracas, this seventeenth (17<sup>th</sup>) day of August, A.D. 2013.*



GUSTAVO GRIMAN  
CERTIFIED TRANSLATOR



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EMBASSY OF FLORIDA  
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