

F990000006236

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FILMACIONES TEPUY FILMS, S.A.
(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", 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:

300003057313--0
-12/01/99--01010--023
*****70.00 *****70.00

Ignacio Barrera

(Name of Person)

(Firm/Company)

13800 SW 106 ST

(Address)

MIAMI FLORIDA 33186

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 PM 10:06

FILED

Should you need to call someone concerning this matter, please call:

Ignacio Barrera

(Name of Person)

at (561) 9987131

(Area Code & Daytime Telephone Number)

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -1 AM 10:11

RECEIVED

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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. FILMACIONES TEPUY FILMS, S.A.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

4. August 07 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 20th October 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13800 SW 106 ST MIAMI FL 33186
(Current mailing address)

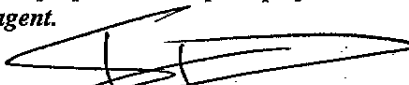
8. ANY activity or business permitted under the law of the United States
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Ignacio Barrera
Office Address: 13800 SW 106 ST
MIAMI, Florida, 33186
(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 in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: MARCOS SANTANA

Address: 13800 SW 106 ST MIAMI FL 33186

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

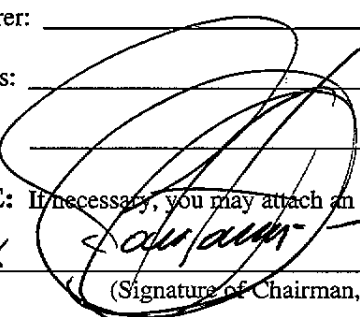
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. ☒  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARCOS SANTANA, OWNER

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



MINISTERIO DE JUSTICIA REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL D.T.O. FEDERAL Y EDO. MIRANDA:



DOCTORA: MARIA TERESA LUSINCHI CASTILLO, REGISTRADOR MERCANTIL PRIMERO DE

LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL, ESTADO MIRANDA.

99 DEC -1 PM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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: 197-A-Pro... Número: 9 del año 1999

así como La Participación, Nota Y Documento que se copian de seguida

son traslado fiel de sus originales, los cuales son del tenor siguiente



ESTE FOLIO PERTENECE A:
FILMACIONES TEPUY FILMS, S.A
54/AST



REGISTRO MERCANTIL I
CIRCUNSCRIPCION JUDICIAL
PTTO. FEDERAL Y EDO. MIRANDA
INUTILIZADO



Juan Álvarez Granados

Inpreabogado No.37.105

21 SEP 1998

Tlf. 7821290 7814249 7933975 0169215497

Caracas - Venezuela

Ciudadano

Registrador Mercantil Primero de la Circunscripción Judicial del Distrito Federal

Estado Miranda.

Su Despacho.-

Yo, JUAN ALVAREZ GRANADOS, venezolano, mayor de edad, de este domicilio y titular de la Cédula de Identidad No. v-6.524.981, debidamente autorizado por la

presente Asamblea, ante usted respetuosamente ocurro y expongo: Presento formalmente ante ese Despacho, para los fines legales, documento correspondiente a la Asamblea General Extraordinaria de Accionistas, celebrada en fecha 16 de septiembre de 1.999, de la Sociedad mercantil FILMACIONES TEPUY FILMS, S.A., inscrita en el Registro Mercantil Primero de la Circunscripción Judicial del Distrito Federal Estado Miranda en fecha 07 de agosto de 1.990, bajo el No. 77, Tomo 43-A-Pro. en la cual se trataron los siguientes puntos:

PRIMERO: Venta de dos mil cien (2.100) acciones propiedad de el socio JUAN ALVAREZ GRANADOS.

SEGUNDO: Ratificación del Presidente, Vicepresidente, y del Comisario de la Compañía.

TERCERO: Modificación de la Cláusula SEXTA de la Compañía.

Por tanto ruego a usted, se sirva ordenar la inscripción del documento presentado y me sea expedida una(1) copia certificada de esta participación de Asamblea General Extraordinaria de Accionistas.

Caracas, a la fecha de su presentación.

JUAN ALVAREZ GRANADOS

C.I. No. 6.524.981

REGISTRO MERCANTIL, CARACAS

FUNCIONARIO: 296627

Nº EXP. 96-09-98

VENTA

REGISTRO MERCANTIL I
CIRCUNSCRIPCION JUDICIAL
DTTO. FEDERAL Y EDO. MIRANDA
INUTILIZADO





MINISTERIO DE JUSTICIA REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

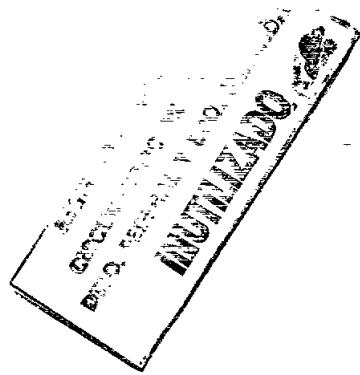
Caracas *Diecisiete (17)* De *Septiembre* de mil novecientos
noventa y *Uno* (189 y 190). Por presentada la
anterior participación por su FIRMANTE, para su inscripción en el
Registro Mercantil, fijación y publicación. Hágase de conformidad y
agreguese original al expediente de la Compañía junto con los recaudos
acompañados. Expídase la copia de publicación. El anterior documento
redactado por Dr. JUAN ALVAREZ GRANADOS, se inscribe en el Registro de
Comercio bajo el N.: -9- TOMO -197-A- PRO.. Derechos pagados Bs. 20375.00
Según Planilla RM N°450799, Banco N°201435 Por Bs.: 31680.00
identificación se efectuó así: ALVAREZ GRANADOS JUAN, C.I.: *6*

99 DEC-1 PM 10:07
SECRETARÍA DE JUSTICIA
TALLERES DE FOTODUPLICACIÓN

FILED

El Registrador Mercantil Primero
Fdo. Dra. María Teresa Lusinchí Castillo

ESTA PAGINA PERTENECE A:
FILMACIONES TEPUY FILMS, S.A
MOD/ 54/AST




Juan Alvarez Granados

Inpreabogado No.37.105
Tlf. 7821290 7814249 7933975 0169215497
Caracas - Venezuela

296627

**ACTA DE ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS
DE LA SOCIEDAD MERCANTIL FILMACIONES TEPUY FILMS SOCIEDAD
ANONIMA, CELEBRADA EL 16 DE SEPTIEMBRE DE 1.999.-**

El suscrito, **MARCOS SALVADOR SANTANA GUERRA**, venezolano, mayor de edad, de este domicilio y titular de la Cédula de Identidad No.V.-6.211.361, actuando en este acto con el carácter de Presidente de la Empresa **FILMACIONES TEPUY FILMS, S.A.**, debidamente inscrita en el Registro Mercantil Primero de la Circunscripción Judicial del Distrito Federal y Estado Miranda en fecha 7 de agosto de 1.990, bajo el No.77, Tomo 43-A-Pro., certifica: el Acta que seguidamente se transcribe es copia fiel y exacta de su original que corre inserta en el libro de Actas de Asambleas de accionistas y textualmente dice:

Hoy 16 de septiembre de 1.999, siendo las 10:00 a.m. en la oportunidad señalada para la celebración de la Asamblea General Extraordinaria de accionistas de la Sociedad Mercantil **FILMACIONES TEPUY FILMS, S.A.**, se reunieron en su sede social, los accionistas: **JUAN ALVAREZ GRANADOS**, venezolano, mayor de edad, soltero, de este domicilio y titular de la Cédula de Identidad No 6.524.981, propietario de **DOS MIL CIEN (2.100) ACCIONES NOMINATIVAS DE UN MIL BOLIVARES (Bs. 1.000,00)** cada una; y **MARCOS SALVADOR SANTANA GUERRA**, venezolano, casado, mayor de edad, de este domicilio y titular de la Cédula de Identidad No.6.211.361, propietario de **NOVECIENTAS (900) ACCIONES NOMINATIVAS DE UN MIL BOLIVARES (Bs.1.000,00)**, cada una, lo cual representa la totalidad del Capital Social de la Empresa, por lo que se omitió la convocatoria por prensa. Seguidamente se declaró válidamente instalada la Asamblea presidida por **MARCOS S. SANTANA GUERRA**, quien procedió a informar el orden del día:

PRIMERO: Considerar y resolver acerca de la Venta de **DOS MIL CIEN (2.100) ACCIONES NOMINATIVAS DE UN MIL BOLIVARES (Bs.1.000,00)**, cada una, propiedad del socio **JUAN ALVAREZ GRANADOS**.-----

SEGUNDO: Ratificación del Presidente, Vicepresidente y Comisario de la Compañía .

TERCERO: Modificación de la Cláusula SEXTA, de los Estatutos Sociales de la --
Compañía, como consecuencia de las modificaciones realizadas.-----

REGISTRO MERCANTIL /
CIRCUNSCRIPCION JUDICIAL
DITO. FEDERAL Y EDO. MIRANDA
• INUTILIZADO



Acto seguido la Asamblea pasó a deliberar sobre el orden del día: **PUNTO PRIMERO** de la agenda, resolviéndose por unanimidad lo siguiente: toma la palabra el socio JUAN ALVAREZ GRANADOS, ofrece en venta las dos mil cien (2.100) acciones de las cuales es titular y propietario, en ejercicio del derecho de preferencia establecido en el Código de Comercio venezolano, el socio MARCOS SALVADOR SANTANA GUERRA, actuando en nombre propio, acepta la venta de la dos mil cien (2.100) acciones, paga el precio de su valor nominal y en tal virtud se procede al traspaso de las referidas acciones en el libro respectivo. A partir de este momento, el accionista MARCOS SALVADOR SANTANA GUERRA, se hace propietario de las dos mil cien (2.100) acciones ofrecidas en venta, por lo que queda como único y exclusivo propietario de la totalidad de las acciones que forman el Capital Social de la Compañía **FILMACIONES TEPUY FILMS SOCIEDAD ANONIMA**.

Seguidamente se paso a tratar el **PUNTO SEGUNDO**, de la presente Asamblea, acordándose por unanimidad, la ratificación del actual PRESIDENTE, VICEPRESIDENTE y Comisario de la Compañía; por ultimo se paso a tratar el **PUNTO TERCERO** planteado en la presente Asamblea, resolviéndose por unanimidad la modificación de la **Cláusula SEXTA**, la cual a los efectos legales pertinentes quedan modificadas y se leerán en lo adelante así: **"CLAUSULA SEXTA: El Capital de la Compañía se encuentra íntegramente suscrito y pagado en su totalidad de la manera siguiente: MARCOS SALVADOR SANTANA GUERRA, antes identificado, ha suscrito la totalidad de las acciones que constituyen el Capital Social de la Compañía, es decir, la cantidad de TRES MIL (3.000) ACCIONES DE UN MIL BOLIVARES (Bs. 1.000,00) cada una, y pagó la cantidad de tres millones de bolívares (Bs. 3.000.000,00), equivalente al cien por ciento (100%) del Capital suscrito. El pago de la suscripción antes citada, correspondientes al cien por ciento (100%) del capital social fue hecha mediante el aporte en dinero efectivo."**

Por unanimidad la Asamblea autorizó a JUAN ALVAREZ GRANADOS, venezolano, mayor de edad, de este domicilio y titular de la Cédula de Identidad No. 6.524.981, para efectuar la correspondiente participación de esta Acta al ciudadano Registrador Mercantil a los fines de su inscripción, fijación y participación. No habiendo otro punto a tratar y a moción aprobada por unanimidad se levanta la presente sesión.-

(FDO.) MARCOS S. SANTANA G.

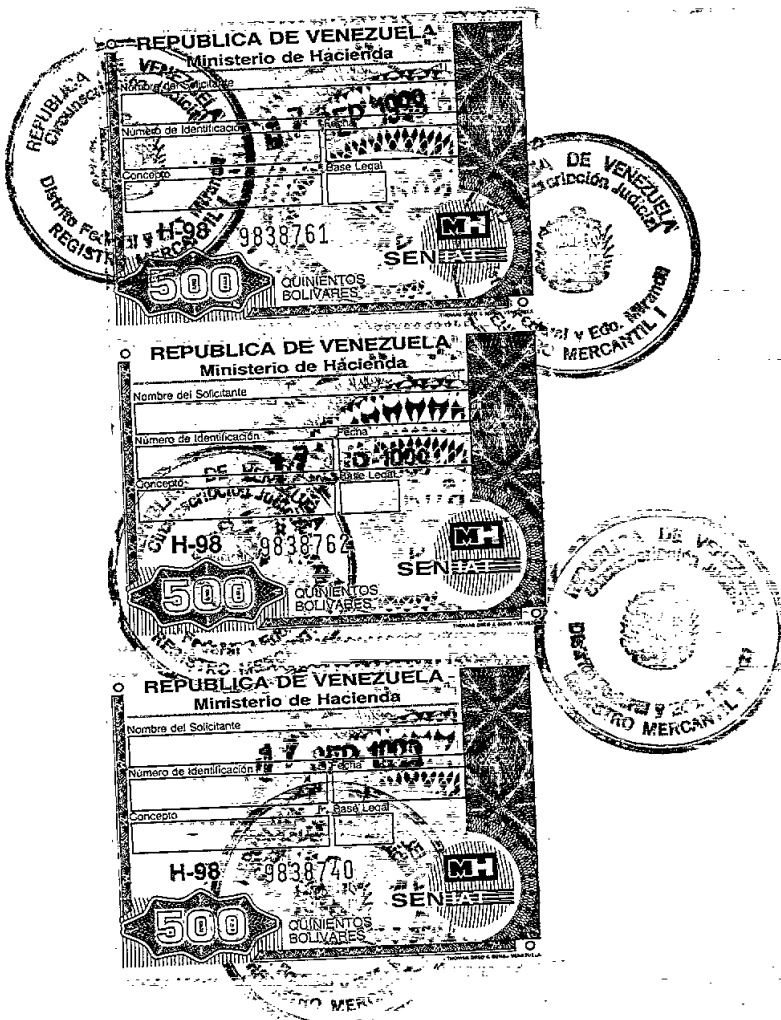
(FDO.) JUAN ALVAREZ GRANADOS

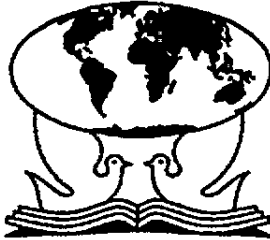
CARACAS, *Diecinueve* DE *Septiembre* DE MIL NOVECIENTOS
NOVENTA Y *Nueve* (FDOS.) ALVAREZ GRANADOS JUAN, Dra. María Teresa
Lusinchí Castillo SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE
PUBLICACION SEGUN PLANILLA N°: 450799

54/AST



[Signature]
Dra. María Teresa Lusinchí Castillo
REGISTRADOR MERCANTIL PRIMERO





A GIFT OF TONGUES
TRANSLATION SERVICES

AFFIDAVIT OF TRANSLATOR

I, Antonio Palomo, do hereby state that I am a competent Spanish to English and English to Spanish Certified Court Interpreter, so qualified upon written and oral examinations by the Administrative Office of the U.S. Courts, and likewise certified as a translator upon written examinations in the above language combinations by the American Translators Association, my name being of record both at the A.T.A. Headquarters in Alexandria, Virginia, and at the aforesaid Administrative Office of the U.S. Courts in Washington, D.C.

I further state that the translation hereunto attached, to:

The translation consisting of ten (10) pages, corresponding to the front and back of the FIVE SHEETS that make up the CERTIFIED COPY OF THE REGISTERED MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING OF FILMACIONES TEPUY FILMS, S.A., HELD ON SEPTEMBER 16, 1999, which certified copy was issued by First Mercantile Registry of Venezuela's Federal District on September 17, 1999.

----is faithful and correct to the best of my knowledge, and that it was performed by me to the best of my ability.

STATE OF FLORIDA)
COUNTY OF DADE)

Sworn to and subscribed before me by Antonio Palomo, known personally to me, this 18th day of November, 1999.

Beatriz B. Schoettler
Notary Public

Antonio Palomo
Translator

Beatriz B. Schoettler

Antonio Palomo

OFFICIAL NOTARY SEAL
BEATRIZ B. SCHOETTLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC537037
MY COMMISSION EXP. MAR. 15, 2000

Antonio Palomo, Jr.
U.S. Court Certified Interpreter
ATA Accredited Translator

[Great Seal of
Venezuela]

**MINISTRY OF JUSTICE
FIRST MERCANTILE REGISTRY**

OF THE JUDICIAL CIRCUIT OF THE FEDERAL DEPT. AND THE ST. OF MIRANDA:

[1]

MARIA TERESA LUSINCHI CASTILLO, ESQ., FIRST MERCANTILE REGISTRAR OF
THE JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND THE STATE OF MIRANDA.

C E R T I F I E S

That the Registry of Commerce Entry transcribed below, whose original
is recorded in Volume: 197-A-Pro... Number: 9 of the year 1999
as well as the Notification, Note and Document that are transcribed below
[1]
are a true copy of their originals, whose contents are the following

THIS FOLIO BELONGS TO:
FILMACIONES TEPUY FILMS, S.A.
54/AST

[1]

[2]

TRANSLATOR'S FOOTNOTES

- 1 Large Mercantile Registry Rubber Stamp.
- 2 Small, round illegible rubber stamp, with illegible signature and handwritten number "16999."

99 DEC - 1 PM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCANTILE REGISTRY I
JUDICIAL CIRCUIT
FEDERAL DEPT. AND ST. OF MIRANDA
THIS SIDE MAY NOT BE USED

160999.
[Illeg.] 99201435
[Illegible signature] [Illeg.] 450799

Juan Alvarez Granados

296627

Bar Association No. 37.105 21 SEP 1999
Ph. 7821290 7814249 7933975 0169215497
Caracas - Venezuela

[Illeg.] 31680

Citizen

[Illeg.] 20875

First Mercantile Registry of the Judicial Circuit of the Federal District and the State of Miranda.

[1]

Delivered To Your Office.-

296637 [2]

I, **JUAN ALVAREZ GRANADOS**, a Venezuelan, an adult, from this jurisdiction and holder of Identity Card No. v.-6.524.981, duly authorized by this Meeting, come before you and respectfully state: I formally submit to this Office, for legal purposes, a document corresponding to the Special Stockholders' Meeting held on September 16, 1999 of the Business Corporation **FILMACIONES TEPUY FILMS, S.A.**, recorded with the First Mercantile Registry of the Judicial Circuit of the Federal District and the State of Miranda on August 7, 1990, under No. 77, Volume 43-A-Pro., wherein the following points were considered:

ONE: Sale of two thousand one hundred (2,100) shares owned by stockholder **JUAN ALVAREZ GRANADOS**.-----

TWO: Confirmation in their posts of the Chairman, Vice-Chairman and Commissaire of the Company. -----

THREE: Amendment of Clause SIX of the Company.-----

Therefore I beseech you to kindly order the registration of the document submitted and the issuance of one (1) certified copy of this Notification of the Special Stockholders' Meeting.

Caracas, on the date of submission hereof.

[Illegible signature]

JUAN ALVAREZ GRANADOS

C.I. No. 6.524.981

[1,3]

SALE [4]

TRANSLATOR'S FOOTNOTES

- 1 Large Mercantile Registry Rubber Stamp.
- 2 Smaller Mercantile Registry Revisor Stamp.
- 3 Vertical "Fill-in" Rectangular Rubber Stamp: "FIRST MERCANTILE REGISTRY / OFFICER: (ILLEGIBLE) / FILE N° 296627 / Date 09 - 16 - 99."
- 4 Small, round illegible rubber stamp, with illegible signature and handwritten number "16999."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCANTILE REGISTRY I
JUDICIAL CIRCUIT
FEDERAL DEPT. AND ST. OF MIRANDA
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[Great Seal of
Venezuela]

**MINISTRY OF JUSTICE
FIRST MERCANTILE REGISTRY**

OF THE JUDICIAL CIRCUIT OF THE FEDERAL DEPT. AND THE ST. OF MIRANDA:

[1] Caracas, Seventeenth (17th) of September, Nineteen hundred
ninety-Nine.- (189th and 140th). The foregoing
notification having been submitted by its SIGNATORY for the registration
with the Mercantile Registry, entry and publication thereof. Let it be
done accordingly and add the original to the Company's file together with
the documents attached hereunto. Issue a copy of its publication. The
foregoing document drafted by JUAN ALVAREZ GRANADOS, Esq., is recorded
with the Registry of Commerce under No. -9- VOLUME -197-A- PRO. Fee paid
Bs. 20875.00. As per Form RM N° 450799, Bank N° 201435 for Bs. 31688.00.
Identity was ascertained as follows: ALVAREZ GRANADOS JUAN
6.524. - - - - -

First Mercantile Registrar

Signed: Maria Teresa Lusinchi Castillo, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

[1]

THIS PAGE BELONGS TO:
FILMACIONES TEPUY FILMS, S.A
MOD/ 54/AST

TRANSLATOR'S FOOTNOTE

- 1 Large Mercantile Registry Rubber Stamp overlapping this sheet and the previous one attached thereunto. These stamps appear similarly affixed on the following sheets.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCANTILE REGISTRY I
JUDICIAL CIRCUIT
FEDERAL DEPT. AND ST. OF MIRANDA
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296627

[Illegible signature]

Juan Alvarez Granados

Bar Association No. 37.105

Ph. 7821290 7814249 7933975 0169215497

Caracas - Venezuela

296627

**MINUTES OF THE SPECIAL STOCKHOLDERS' GENERAL MEETING OF THE
BUSINESS CORPORATION FILMACIONES TEPUY FILMS SOCIEDAD
ANONIMA, HELD ON SEPTEMBER 16, 1999.-**

The undersigned, **MARCOS SALVADOR SANTANA GUERRA**, a Venezuelan, an adult, from this jurisdiction and holder of Identity Card No. V.-6.211.361, acting herein in the capacity as Chairman of the Company **FILMACIONES TEPUY FILMS, S.A.** which was duly registered with the First Mercantile Registry of the Judicial Circuit of the Federal District and the State of Miranda on August 7, 1990, under No. 77, Volume 43-A-Pro. which certifies: the Minutes transcribed below are a true and exact copy of their original which is kept in the Book of Minutes of Stockholders' Meetings which literally reads:

On this 16th day of September, 1999, at 10:00 a.m. during the time appointed to hold the Special Stockholders' General Meeting of the Business Corporation **FILMACIONES TEPUY FILMS, S.A.**, the following stockholders gathered at its corporate place of business: **JUAN ALVAREZ GRANADOS**, a Venezuelan, an adult, single, from this jurisdiction and holder of Identity Card No. 6.524.981, who owns **TWO THOUSAND ONE HUNDRED (2,100) REGISTERED SHARES OF ONE THOUSAND BOLIVARS (Bs. 1,000.00)** each; and **MARCOS SALVADOR SANTANA GUERRA**, a Venezuelan, married, an adult, from this jurisdiction and holder of Identity Card No. 6.211.361, who owns **NINE HUNDRED (900) REGISTERED SHARES OF ONE THOUSAND BOLIVARS (Bs. 1,000.00)** each, which represents the totality of the Company's Capital Stock, wherefore the publication of the notice for the meeting in the press was omitted. Thereafter the meeting was declared to be validly held, presided by **MARCOS S. SANTANA GUERRA**, who proceeded to read the agenda:

ONE: To consider and to make a resolution on the Sale of **TWO THOUSAND ONE HUNDRED (2,100) REGISTERED SHARES OF ONE THOUSAND BOLIVARS (Bs. 1,000.00)** each, owned by stockholder **JUAN ALVAREZ GRANADOS**.-----

TWO: To confirm in their posts the Company's Chairman, Vice-Chairman & Commissaire.

THREE: To amend Clause SIX of the Company's Corporate By-Laws as a result of the amendments made.-----

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCANTILE REGISTRY I
JUDICIAL CIRCUIT
FEDERAL DEPT. AND ST. OF MIRANDA
THIS SIDE MAY NOT BE USED

Immediately thereafter the Meeting went on to deliberate on the agenda: **POINT NUMBER ONE** of the agenda, resolving unanimously the following: stockholder JUAN ALVAREZ GRANADOS takes the floor and offers to sell the two thousand one hundred (2,100) shares whereof he is owner and holder, exercising the preferential right established by the Venezuelan Code of Commerce, stockholder MARCOS SALVADOR SANTANA GUERRA, acting on his own behalf, accepts the sale of the two thousand one hundred (2,100) shares, pays the price of their face value and by virtue thereof the transfer of the aforementioned shares was made in the respective book. As of that moment, stockholder MARCOS SALVADOR SANTANA GUERRA becomes the owner of the two thousand one hundred (2,100) shares offered for sale, wherefore he remains as the sole and exclusive owner of all the shares that make up the Capital Stock of the Company **FILMACIONES**

TEPUY FILMS SOCIEDAD ANONIMA. Immediately thereafter this Meeting's **POINT NUMBER TWO** was considered, resulting in the unanimous resolution to confirm the Company's present CHAIRMAN, VICE-CHAIRMAN and Commissaire in their posts, finally **POINT NUMBER THREE** submitted to this Meeting was considered, resulting in the unanimous resolution to amend **Clause SIX**, which for the pertinent legal purposes remains amended and hereafter shall read as follows: "**CLAUSE SIX: The Capital Stock is at present fully subscribed and paid in the following manner: MARCOS SALVADOR GUERRA, identified herein above, has subscribed the totality of the shares that make up the Capital Stock of the Company, that is, the amount of THREE THOUSAND (3,000) SHARES OF ONE THOUSAND BOLIVARS (Bs. 1,000.00) each, and paid the amount of three million bolivars (Bs. 3,000,000.00), equivalent to one hundred per cent (100%) of the Subscribed Shares. The payment for the aforementioned subscription corresponding to one hundred per cent (100%) of the Capital Stock was made by means of payment in cash.**"

The meeting unanimously authorized JUAN ALVAREZ GRANADOS, a Venezuelan, an adult, from this jurisdiction and holder of Identity Card No. 6.524.981, to perform the corresponding notification of these Minutes to the Mercantile Registrar for purposes of their registration, entry and notification. There being no other business, upon motion unanimously approved, this meeting is adjourned.

[Illegible signature]

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(SIGNED) MARCOS S. SANTANA G.

(SIGNED) JUAN ALVAREZ GRANADOS

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SECRETARY OF STATE
ALPHABETICALLY
RECEIVED

CARACAS, Seventeenth OF September, NINETEEN HUNDRED
NINETY-Nine (SIGNED) ALVAREZ GRANADOS JUAN, Maria Teresa
Lusinchi Castillo, Esq. THIS CERTIFIED COPY OF A PUBLICATION IS ISSUED AS
PER FORM N° 450799

54/AST

[Illegible signature]

[1]

Maria Teresa Lusinchi Castillo

FIRST MERCANTILE REGISTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSLATOR'S FOOTNOTES

1. Round Mercantile Registry Rubber Stamp.
2. Three Fiscal Seals worth 500 Bolivars, dated Sep. 17 1999, numbered 9838761, 9838762 and 9838740, respectively.