

M10000004605

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

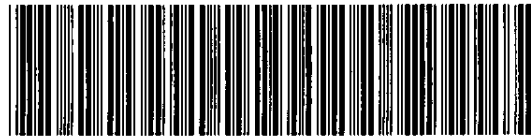
(Business Entity Name)

(Document Number)

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10/20/10--01001--017 **72.50

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10 OCT 19 PM 4:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORAFURL

B. KOHR

OCT 20 2010

EXAMINER

FILED
10 OCT 19 PM 4:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Bridge Honduras S DE R.L., LLC.

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Richard C. Kermode

Name of Person

American Bridge Honduras S DE R.L., LLC.

Firm/Company

5430 W. Tyson Avenue

Address

Tampa, FL 33611

City/State and Zip Code

Dkermode@americanbridge.net

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 19 PM 4:55

For further information concerning this matter, please call:

Richard C. Kermode

Name of Person

at (813) 254-4127

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. American Bridge Honduras S DE R.L., LLC.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Honduras 3. 98-0601264
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 10, 2008 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

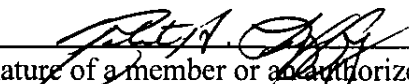
7. Centro de Negocios Las Lomas, Lomas del Mayab, Ave. de Costa Rica, 6 to. Pisa, Tegucigalpa, Honduras, C.A.
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Robert H. Luffy, Representative; 1000 American Bridge Way, Coraopolis, PA 15108

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Transact business


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Robert H. Luffy
Typed or printed name of signee

10 OCT 19 PM 4:55
DIVISION OF CORPORATIONS
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

American Bridge Honduras S DE R.L., LLC.

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

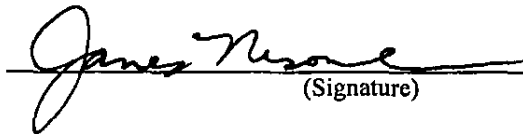
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

JAMES M. NEWSOME
Special Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

ACCESS TRANSLATION SERVICES

1453 Woodgate Way
Tallahassee, Florida 32308
USA

Phone: (850) 385-5374
Fax: (850) 385-5171
E-mail: raul@my-translators.com

October 8, 2010

**CERTIFICATE Issued to:
Vezina, Lawrence & Piscitelli, P.A.**

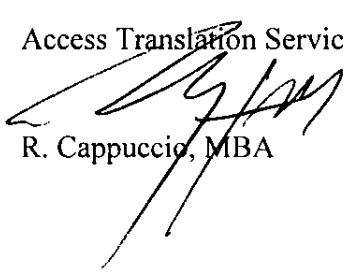
Re: Articles of Incorporation and Documents concerning AMERICAN BRIDGE
HONDURAS, S. DE R.L.

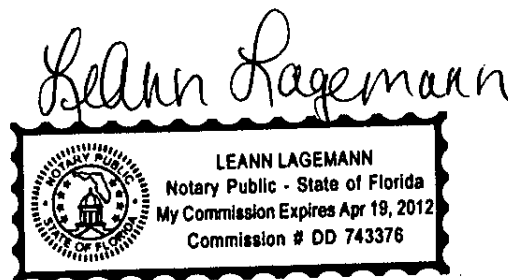
Access Translation Services hereby certifies that the translation of the above-captioned scanned documents provided by Vezina, Lawrence & Piscitelli, P.A. from Spanish to English represents, according to the best knowledge and belief of the translator, a true rendering of the original Spanish document.

Although misinterpretation of the translation is unlikely, it is recognized that it is a translation of a document originally drawn up in Spanish. Thus, it is understood that all legal rights, responsibilities and/or obligations stipulated in the document are those expressed by the authors in the original Spanish version. It is suggested that a copy of the Spanish version be made available to the target audience.

It is understood that this certificate will be considered null and void if any changes, including retyping and/or re-typesetting, are made to the translation rendered by Access Translation Services.

Access Translation Services


R. Cappuccio, MBA



AB American Bridge

AMERICAN BRIDGE HONDURAS, S. DE R.L.

Exact Address:

Dixon Cove Bay
Roatán Cruise Terminal Property
Next to Coral Bay
Roatán, Bay Islands
Tel/Fax: (504) 445-3317

Main Business:

The Commercial Corporation known as *AMERICAN BRIDGE HONDURAS, S. DE R.L.* is a construction company specializing in building bridges, docks, and other similar large-scale projects.

Legal Representative:

DAVID OMAR PALAO TORRES
General Manager
American Bridge Honduras

POWER OF ATTORNEY

To: Miss
NICOLE BRADY

I, **DAVID OMAR PALAO TORRES**, Honduran, of adult age, married, Bachelor of Public Accounting and domiciled at the City of Tegucigalpa, M.D.C.*, acting in my capacity as General Manager of the Commercial Corporation known as **AMERICAN BRIDGE HONDURAS, S. DE R.L.**, do hereby grant you a Power of Attorney as Broad and Sufficient as may be required by law and may be necessary to appear on behalf and in representation of this above corporation at any independent or semi-independent office or agency, Cabinet Secretariat of the Government of the Republic of Honduras and especially the Chamber of Commerce of Roatán, Department of the Bay Islands, and any of the agencies thereof for the purpose of being able to apply for registration of my principal at said Chamber, and finally to make arrangements of any kind in performing your commission, for which I am granting you the general powers of a power of attorney for management and special powers for delegating, receiving, compromising, and committing included under paragraph two of Article 57 of the Administrative Procedures Law.

Tegucigalpa, M.D.C.*, October 1, 2008.-

POWER OF ATTORNEY

To: Licenciado*
RENÉ ALFREDO ZERON GÓMEZ

I, **DAVID OMAR PALAO TORRES**, Honduran, of adult age, married, Bachelor of Public Accounting and domiciled at the City of Tegucigalpa, M.D.C.*, acting in my capacity as General Manager of the Commercial Corporation known as **AMERICAN BRIDGE HONDURAS, S. DE R.L.**, do hereby grant you a Power of Attorney as Broad and Sufficient as may be required by law and may be necessary to appear on behalf and in representation of this above corporation at any independent or semi-independent office or agency, Cabinet Secretariat of the Government of the Republic of Honduras and especially the Management Commission of the Free Tourism Zone of the Department of the Bay Islands, and any of the agencies thereof for the purpose of being able to apply for a proper Free Zone License (ZOLITUR), and finally to make arrangements of any kind, for which I am granting you the general powers of a power of attorney for management and special powers for delegating, receiving, compromising, and committing included under paragraph two of Article 57 of the Administrative Procedures Law.

Tegucigalpa, M.D.C.*, October 1, 2008.-

CERTIFICATION

I, the undersigned General Manager of the Commercial Corporation known as **AMERICAN BRIDGE HONDURAS, S. DE R.L.** with corporate domicile at the City of Roatán, do hereby **STATE AND CERTIFY** that said corporation **SHALL NOT PERFORM MASS HIRINGS OF non-resident PERSONNEL** not residing on the Island, because it plans to subcontract completion of its construction jobs to other companies such as ETERNA. It is also evidenced that if hiring of management or other kinds of personnel is required, it shall use resources who are residents or residing on the Island of Roatán.

In attestation of which this is signed at the City of Tegucigalpa on the first day of October of the year two thousand eight.-

DAVID OMAR PALAO T.
General Manager
American Bridge Honduras

CERTIFICATION

BAC / BAMER does hereby evidence that: **AMERICAN BRIGDE [sic] HONDURAS, S. DE R.L.** Have been clients of our institution since October 07 of the year 2008, maintaining the following accounts:

<u>TYPE ACCOUNT</u>	<u>ACCOUNT</u>
CHECKING ACCOUNT IN LEMPIRAS	730032131
CHECKING ACCOUNT IN DOLLARS	730032141

BAC / BAMER does not assume any liability WHATSOEVER for any way in which this certification may be used, which is issued by express request of the client.

In attestation to which this certification is issued at the City of Tegucigalpa, October 07, 2008.

(illegible signature)

AUTHORIZED SIGNATURE
BAC / BAMER
BAC / BAMER
TEGUCIGALPA, M.D.C.*

Tegucigalpa
Blvd. Suyapa across from Emisoras Unidas
P.O. Box No. 116
PBX (504) 206-7200, 232-0006, 235-9555
Fax (504) 232-3137

San Pedro Sula
Col. Colombia, Ave. Circunvalación
PBX (504) 553-4444, 545-4400, 509-4000
Fax (504) 552-2400

www.bacbamer.hn

BAC / BAMER

REGISTRY OF REAL AND COMMERCIAL PROPERTY

(illegible) Hernández

Submitted at 10:30 AM

this day, according to Entry No. 0742 Page 269

(emblem)

(illegible) of Real Estate Daily

(illegible seal) 23 (illegible)

PLACE AND (illegible)

(illegible signature)

REGISTRAR

Notary Office

of

Attorney

Alfonso Ocampo Orozco

OCAMPO OROZCO LAW OFFICE

El Centro Building, No. 201, 2nd floor

Walking street

Tegucigalpa, M.D.C.*, Honduras C.A.*

**TRANSCRIPT
OF
DOCUMENT OF PUBLIC RECORD**

No. (illegible)1

Of INCORPORATION OF CORPORATION AMERICAN BRIDGE HONDURAS, S. de R.L.

Made By: ROBERT HOWARD LUFFY, on behalf of AMERICAN BRIDGE COMPANY AND AMERICAN BRIDGE INTERNATIONAL CORPORATION.

To: THEMSELVES

Tegucigalpa, M.D.C.*, JUNE 14, 2008

(emblem)
OFFICIAL SEALED PAPER
FIVE LEMPIRAS
2008-2011

No. 0578954
(line numbers in original not rendered)

Tegucigalpa (illegible) June 2008
(tax stamp) LAWYERS' ASSOCIATION OF HONDURAS
(rest illegible)
(illegible seal & signature)

TRANSCRIPT

INSTRUMENT NUMBER EIGHTY-ONE (81).- At the City of Coraopolis, Pennsylvania, United States of America, on the Fourteenth (14) day of the month of June of the Year Two Thousand Eight (2008).- Before me, **ALFONSO OCAMPO OROZCO**, Notary domiciled at Tegucigalpa, Honduras, temporarily in this Country, recorded at the Honorable Supreme Court of Justice with Notary's Exequatur Number One Thousand One Hundred Thirteen (1113) and recorded at the Lawyers' Association of Honduras with Identification Number Zero Two Thousand One Hundred Thirty (02130), with the Notary Office address located at the "El Centro" Building, second floor, suite Two Hundred One (201), Walking Street in Tegucigalpa, Central District Municipality, personally appeared Mr. **ROBERT HOWARD LUFFY** of adult age, married, Civil Engineer, of United States nationality, residing at 2001 Sturbridge Drive, Sewickley, PA 15143 United States of America, who is acting in his capacity as President of the **AMERICAN BRIDGE COMPANY**, a corporation existing under the Laws of the State of Delaware, United States of America, with Certificate of Incorporation dated June 30, 1999, in section 103 f of the Incorporations Law of the State of Delaware, Authentication number 0794283 dated November 15, 2000; he is also appearing in his capacity as President of the **AMERICAN BRIDGE INTERNATIONAL CORPORATION**, a Corporation existing under the Laws of the State of Delaware located at 1209 Orange Street at the City of Wilmington, County of Newcastle, with Authentication number 7134578 dated May 31, 1994; who assured me that he was in full enjoyment and exercise of his civil rights, and freely and spontaneously stated: **FIRST:** In accordance with the Code of Commerce in effect in the Republic of Honduras, his principals have agreed by mutual agreement to incorporate and do hereby incorporate a Commercial Corporation under the LIMITED LIABILITY system, the operation of which shall be governed by the provisions of the Code of Commerce, the provisions contained in these

Articles of Incorporation and by all other laws of the Republic of Honduras on this subject.- **SECOND:** The purpose of the corporation and its main business shall be: A) To provide services of all kinds in the areas of construction, engineering, design, consulting and construction supervision to domestic or foreign individuals or corporations or government entities, including planning, design and construction of docks and parts thereof. B) To receive or provide technical, operating, construction, engineering, design, supervision, consulting and advisory services and any other services that may be necessary in the areas of engineering, architecture and in general in any business related to the construction industry. C) To prepare designs, studies and/or architectural, development, industrial, real estate and mechanical projects of all kinds, and on engineering devices and instruments of all kinds related to the construction industry. D) To perform projects, follow-up and execution of works, jobs, installations and projects of all kinds in the construction industry, engineering and architectural areas, either public or private works, and to purchase and operate commercially with machinery, supplies and equipment of all kinds related to the construction industry, leasing and subleasing thereof, and everything that may be related to and connected with said businesses and to make use of any material that may be used or utilized in the construction industry. E) To buy, sell, purchase, convey, market, develop, distribute, import, export, lease, manage, fabricate, contract manufacture, supply on its own or for third parties, assets, materials, merchandise, products and machinery of all kinds related to construction. F) To receive or provide consulting and technical services to any Honduran or foreign corporation in which it may have an interest or share in the Engineering, industrial, technical, management, commercial and financial areas and other similar activities. G) Training, teaching and provision of courses and seminars related to the above-mentioned activities. H) Acquisition in any legal manner of stock, interests, shares or ownership interests, including trust rights and options on the above, in

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FIVE LEMPIRAS
2008-2011
No. 0578954

commercial or civil corporations of all kinds, domestic and foreign, public or private, either by involvement in the incorporation thereof or by later subscription or purchase, as well as conveyance, disposal and refusal of such stock, interests, ownership interests and rights, as well as any other securities. I) To act as an agent or representative of any individual or corporation involved in management, operational or commercial businesses of any kind allowed by the Laws of Honduras. J) To obtain, purchase, use, license, or in any other manner dispose of copyrights of all kinds as well as industrial property rights such as patents, invention certificates, trademarks, trade names or rights thereto either within Honduras or abroad. K) Contracting and registration of internet domains for operation, utilization and development of internet sites for promotion, diffusion and performance of its businesses, as well as marketing of goods and services through internet sites. Also, to perform any other Commercial business of legal trade allowed by the Laws of the Republic of Honduras.- **THIRD.** The Corporation shall operate under the corporate name of **AMERICAN BRIDGE HONDURAS, SOCIEDAD DE RESPONSABILIDAD LIMITADA** (Limited Liability Corporation) or abbreviation thereof, **AMERICAN BRIDGE HONDURAS, S. de R.L.**, and it may use the trade name **ABH.**- **FOURTH:** Corporate equity is **EXACTLY TWENTY-FIVE THOUSAND LEMPIRAS (LPS 25,000.00)** and equity has been shown to be subscribed in its entirety at this act on behalf of the Corporation, to which I, the Notary attest; the ownership interests of each partner are as follows: **AMERICAN BRIDGE COMPANY** as a Partner is providing **TWENTY-FOUR THOUSAND SEVEN HUNDRED FIFTY LEMPIRAS (LPS 24,750.00)**, **AND AMERICAN BRIDGE INTERNATIONAL CORPORATION** as a partner is providing **TWO HUNDRED FIFTY LEMPIRAS (LPS 250.00)** of subscribed equity.- **FIFTH:** The Corporation is incorporated for an indefinite period and dissolution and liquidation thereof may only be undertaken for and according to the causes expressly provided under the Code of Commerce (Art. 322).- **SIXTH:** The Corporation's

domicile shall be the City of Roatán, Bay Islands Department, Honduras, and it may establish special domiciles, branches and/or agencies in other parts of the Republic of Honduras, as well as abroad. It may also establish offices in other countries under the legal framework thereof. **SEVENTH:** The Corporation shall be managed by a General Manager, who may be a partner or a person not belonging to the Corporation who shall have the corporate signature and shall have the following duties and obligations: 1) To represent the Company In and Out of Court with both individuals and corporations, and with the Country's administrative, legislative and judicial authorities of all kinds; 2) To execute contracts required in the area of business, including contracts for increasing the volume of regular operations and corporate assets; 3) To act in bidding, auctions and acts of interest for the Corporation of all kinds; 4) To execute lease contracts for any term and under any conditions it may deem appropriate; 5) To open, maintain, operate and close bank accounts of any kind. To make deposits of money in both domestic and international banking institutions, make withdrawals of funds by issuing checks, make collections, send and receive money orders, open letters of credit, with authorization for signing any document concerning these transactions. 6) To issue, endorse, cash, protest or in any way subscribe securities or documents of any other kind that may be related to the Corporation's operations. 7) To fully or partially delegate the powers he is being granted in this document to whichever person or persons he may deem proper, and to appear before a Notary to make and sign Powers of Attorney of all kinds, be these General or Special powers of attorney for Management and Representation, as well as to grant General Powers of Attorney for litigation to any Law Professional he may choose; 8) To file and answer lawsuits at Courts of Justice and with Administrative Authorities of all kinds, which may be civil, labor and administrative. 9) To define, agree or compromise with individual or corporate third parties either public or private, on matters directly or indirectly related to any contracting that the Corporation may wish to make.

EIGHTH:

(emblem)
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2008-2011
No. 0467424

The assembly of partners is the supreme body of the Corporation and its powers shall include the following: a) To discuss, approve, modify or reject the general balance for the closed fiscal year; b) To appoint Managers; c) To declare profit sharing when proper; d) If it so deems proper, to appoint a trustee or supervisory council; e) To decide on new partners in accordance with the provisions of Article 43 of the Code of Commerce; f) When necessary, to decide on requiring supplementary contributions by determining the amount and type thereof in accordance with the provisions of Article 75 of the Code of Commerce; g) To decide on exercising any actions that may be appropriate for any damages to corporate bodies, and if necessary to appoint a person for handling the lawsuit thereon; h) To decide on any amendment to the articles of incorporation; i) To decide on dissolution of the corporation, how it shall be liquidated and the manner in which liquidators shall be appointed; j) All powers provided to it by Law or the Articles of incorporation; k) Resolutions shall be made by a favorable vote by partners representing sixty percent of equity, with the exception of cases in which the articles of incorporation are amended and in the event of full or partial encumbrance of the corporate Enterprise, for which a favorable vote by least three quarters of equity shall be required. Changing the purposes of the Corporation and increasing the obligations of partners shall require a unanimous vote.- **NINTH**: No partner may assign its rights to the Corporation either to another partner or to persons not belonging to it without the consent of all the others. Assignments of rights among partners shall become effective from the time the Minutes of the Meeting at which the Resolution was made are signed, but shall not become effective for third parties until they are recorded at the public Registry of commerce. **TENTH**: Partners may not be engaged on their own account or for others in businesses of the same kind as those that are the Corporation's purposes. In the event of violation, the Corporation may exclude the violator and may also require him to pay damages.- Consent shall be presumed after three months have expired from the date on which the Corporation obtains knowledge of the

violation.- **ELEVENTH**: From the net profits resulting from each fiscal year, five percent (5%) shall be deducted for setting up a capital reserve up to a minimum amount of one-fifth of equity capital. The Assembly may establish all other reserves it may deem appropriate. The assembly may determine the distribution of the amount of net profits to partners in a manner proportional to their contributions according to the Partner book.- Whenever the reserve becomes decreased for any reason, it must be re-established in the same manner.- **TWELFTH**: The Assembly meeting provided by Law shall be held at corporate headquarters at least once per year between the months of January and March, and it may be called at any time for making decisions and resolutions on the Corporation's business. Notice shall be given through personal notes with confirmation of receipt, they must be delivered to each partner eight days before the assembly meeting is held.- **THIRTEENTH**: In addition to the powers granted to the assembly under Article Eighty-Two (82) of the Code of Commerce, Partners may make other decisions in writing, always in accordance with the country's Laws.- **FOURTEENTH**: For a General Assembly meeting to be held, attendance by partners representing over Fifty Percent (50%) of Corporate Equity shall be required. In the event there is not a quorum, second notice shall be given as before, with this it may and shall be held with whatever partners may attend, regardless of the amount of equity that is represented, and in this case resolutions shall be made by a simple majority vote, this being understood to be half of those attending plus one. For amending the Articles of Incorporation, a favorable vote by all partners shall be required. Partners may have themselves represented by another partner or by private persons, provided they show a Notarized Proxy, a Power of Attorney authorized by a Notary and even by a commercial letter showing the representative's name. Each Partner shall be entitled to participate in the Assembly's deliberations and shall have one vote for each **ONE HUNDRED LEMPIRAS (LPS. 100.00)** of its contribution; the Assembly's decisions shall be recorded in a minute book that shall be signed by all partners or their representatives.- **FIFTEENTH**: The corporate fiscal year

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2008-2011
No. 0467424

begins on the first of January and ends on the Thirty-First of December of each year. Inventory and General Balance shall be performed during the first half of the month of January of each year. **SIXTEENTH**: If dissolution of the corporation is decided by the Assembly, liquidation thereof shall be undertaken by whatever Liquidator is appointed by the assembly meeting at which liquidation is decided. If the partners make no appointment of a Liquidator, it shall be made by an Authority with jurisdiction.- **SEVENTEENTH**: Until the assembly decides otherwise, Mr. **DAVID OMAR PALAO TORRES** of adult age, married, Bachelor of Public Accounting, Honduran and domiciled in Tegucigalpa, Honduras, is elected as General Manager of the Corporation- The General Manager shall have the powers that are set forth in the Seventh clause of this Instrument, including representation thereof and Corporate liability.- **EIGHTEENTH**: the person appearing stated: That his principals Are incorporated as of this date under agreements and stipulations mentioned. He also stated that in all matters not expressly included, this Instrument shall be subject to the provisions of the Code of Commerce and other laws of the Republic of Honduras.- He so stated and made this before me, the Undersigned Notary and I attest. And informed of their right granted by Law to read this Instrument on their own, due to their mutual agreement I read it all aloud, and the contents hereof were acknowledged and signed by the maker who placed the fingerprint of his right index finger. To all of this; knowledge, marital status, age, profession, trade, nationality and residence of both, as well as having given notice of publications by Law, Registration at the Registry of Commercial Corporations, Registration at the Chamber of Commerce and having viewed the maker's personal documents, United States Passport Number 420292751.- I ATTEST.- **SIGNATURE AND FINGERPRINT ROBERT HOWARD LUFFY [sic].- SIGNATURE AND NOTARY SEAL ALFONSO OCAMPO OROZCO.-**

AND at the maker's request, I am issuing, signing and sealing this first copy at the same place and date of its making, on the appropriate sealed paper and with stamps by Law

duly canceled, and the original thereof remained with which it agrees under the Number previously inserted from my regular official record I am keeping for this year, on the margin of which I noted this issuance.

(illegible signature)

REGISTRY OF REAL AND COMMERCIAL PROPERTY

(line illegible)

Submitted at (illegible)

this day, according to Entry No. 1940 Page ____

(illegible) of Real Estate Daily

(line illegible)

PLACE AND DATE

(illegible signature)

REGISTRAR

(illegible seal)

(illegible)

37 49

July 22, 2008

(illegible signature)

(illegible seal)

SIGHT DEPOSIT NOT ON ACCOUNT No. 282860

AMERICAN BRIDGE HONDURAS, S. DE R.L., corporation being formed, has delivered on this date to **BAC BAMER** the amount of L 25,000.00 (TWENTY-FIVE THOUSAND LEMPIRAS NET) as a SIGHT DEPOSIT NOT ON ACCOUNT, which may only be withdrawn against submission of this document.

Tegucigalpa, June 27, 2008

(illegible signature)

AUTHORIZED SIGNATURE

(illegible signature)

AUTHORIZED SIGNATURE

(stamp)

CUSTOMER SERVICE

(illegible)

TEGUCIGALPA (illegible)

BAC BAMER

(seal)
GENERAL TREASURY OF THE REPUBLIC
Tegucigalpa, Honduras

REPUBLIC OF HONDURAS
SECRETARIAT OF FINANCE
GENERAL TREASURY OF THE REPUBLIC

T.G.R.*-1

Incorporation of Corporation

1 RTN* OR IDENTITY No.

**PAYMENT RECEIPT
REGULAR REVENUE**

RECEIPT No.

2 2313159

COMPLETE CORPORATE OR BUSINESS NAME IF A CORPORATION OR SURNAMES AND NAMES IF AN INDIVIDUAL

3
4

CODE	TOTAL	CODE	TOTAL
11203 Regular Tax Land Own.		12599 Other Fines and Different Penalties	
11499 Other Taxes, Lic. Different Businesses		12804 Miscellaneous Warnings	
12102 Immigration Control		12805 Provision of Published Notices	
12108 Consular Stamps		12806 Return from Prior Fiscal Years	
12115 Security Service Fees, Domestic Flights		12811 Authentication & Translation Services	
12116 Geological and Shipping Inspections		12121 Issuance of Certifications, Evidence & Others	
12117 Environmental Monitoring		12898 Other Non-Tax Revenue	
12118 Fees for Property Law Registrations		14101 Sales of Printed Materials	
12203 Factory Brand Registration		14102 Sale of Agricultural Mat. & Prod.	
12204 Invention Patent Registration		14104 Sales of Different items & Mat.	
12205 Lender Registration		(illeg.) Printing Companies	
12206 Incorporation of Commercial Companies		14205 Security Service to Private Sector Companies	
12208 Drivers Licenses		14206 Hospital Facility (illegible)	
12211 Immigration Permits and Renewals		14207 Educational Facility (illegible)	
12213 National Gun Registration		(illeg.) Sales of Miscellaneous Services (CESCO)	
() 02 Petroleum Export Rate		16101 Interest on Public Sector Loans	
12304 Water Utilization		16102 Interest on Private Sector Loans	
12306 (illegible) Rate		16103 Interest on External Sector Loans	
12307 Benefit Rate		16201 Interest on Internal Deposits	
12399 Different charges and (illegible)		16202 Interest on External Deposits	
12404 Building Rent		16301 Interest on Internal Documents & Securities	
12405 Land Rent		16302 Interest on External Documents & Securities	
12499 Other Rent		16401 Miscellaneous Fees	
12504 Commutation of Court Fines		16601 Other Fees	
12505 Penalties for Banking Default		16901 Other fees	
12506 (illegible) Fines		17201 Regular Transfer Central Admin.	
12509 Transportation Fines		17202 Regular Transfer non-Co. Disc. Org.	
12510 Labor Fines		17203 R. Transfer Honduran Soc. S. Inst.	
12513 Police and Traffic Fines		17205 R. Transfer Non-Financial Publ. Emp.	
12516 Fines for Violating Immigration Law, (illegible)			
12517 General Mining Law Penalties			
12519 Property Law Violation Fines			

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AMOUNT WRITTEN OUT

5 TOTAL PAYABLE

Place & Date
PAYMENT DATE
6 DAY MONTH YEAR

For Bank Use Only
(illegible stamp)

Taxpayer's Signature
VALUE RECEIVED

8

BANK CODE

it is June 25, 2008

AUCTION NOTICE

I, the undersigned Associate Clerk of the Civil Justice Court of Francisco Morazán Department; to the general public and for purposes of law do hereby GIVE NOTICE: That at the auction hearing set for **MONDAY, JULY TWENTY-FIRST (21ST) OF THE YEAR TWO THOUSAND EIGHT AT TEN A.M. (10: A.M.)**, the real estate described below as follows shall be sold at public auction at the premises occupied by the judiciary: "Section of land located in the jurisdiction of (illegible) La Sosa here in the Central District, it has an area of four hundred square rods with the following boundaries: **TO THE NORTH:** with part of the land that is separated from this portion; **TO THE SOUTH:** With road that (illegible) San Juan del Rancho. **EAST AND WEST:** with parts of land from which this portion is being separated (illegible) as improvements: a residence built of clay brick) that consists of an area of (illegible) meters frontage by (illegible) [...] (ten lines illegible)

[...] the first floor (illegible) of (illegible) brick concrete (illegible) roof, all these drinking water and electrical and sewer facilities with (illegible) pine wood doors (illegible) and teak wood the (illegible) ownership appears in entry number seventy-one of volume two thousand seven hundred nine (2709) and corrected under number seventy-four (74) of (illegible) two thousand seven hundred eighty-four (2784) with first mortgage recorded in entry number seventy-seven (77), volume number three thousand nine hundred six (3906), both of the (illegible) Registry of Property, (illegible) and Warning Notations (illegible) Registry of Real and Commercial Property of Francisco Morazán (illegible) that is recorded (illegible) number seventy-one (71) (illegible) two thousand seven hundred nine (2709) and corrected under number seventy-four (74) of volume Two thousand seven hundred eighty-four (illegible) said real property was appraised (illegible) according to agreement by the parties in the amount of **TWO HUNDRED THOUSAND LEMPIRAS (L. 200,000.00)**, and (illegible) proceeds (illegible) **TWO HUNDRED THOUSAND LEMPIRAS (L. 200,000.00)**, plus (illegible) and costs of this (illegible) for Execution of Payment (illegible) number 0801-()9921-CE filed by **JOSÉ DE LOS SANTOS ELVIR** (illegible) **MARÍA LUISA** (illegible)

[second column]

SIGN HERE

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THOUSAND EIGHT (2008) AT TEN A.M. (10:00 A.M.) the Real Estate described following is sold at public auction: Plot of land located in the area known as "**San Jorge**" Comayagüela, M.D.C.*, with the following borders and boundaries: From point 1-2 WEST 6.45 MTS, from point 2-3 North 9.57 MTS, from point 3-4 North 7.73 MTS, from point 4-5 East 5.00 MTS from point 5-1 South 12.27 MTS with an area of Eighty-Seven point Sixty-Eight Square Meters equal to One Hundred Twenty-Five point Sixty-Three square rods and the following bounds: To the North, With the land of German Otto (illegible) ...57 meters, also to the north with land of Mrs. REBECA OSORIO, 7.73

meters, TO THE EAST With heirs of René Sempé 5.00 meters TO THE SOUTH With land of Mr. GERMAN OTTO 12.27 meters, TO THE WEST With planned street 6.45 meters
(7 lines illegible) [...]

[...] I am asking the Registrar to of Property to record on the margin of the Entry thereon. In accordance with the report from the Engineering Division of the Real Estate Institute, the following description is shown: East Area, EIGHTY-SEVEN POINT SIXTY-THREE SQUARE METERS, (87.63 Mts.²), which are equal to ONE HUNDRED TWENTY-FIVE POINT SIXTY-EIGHT SQUARE RODS (125.68 Rods²) with a constructed area of EIGHTY-TWO SQUARE METERS (82.00 Mts.²), three bedrooms, living room and dining room (1), kitchen (1), two floors, one full bath, one half bath, one laundry, balcony (1), clay brick walls, asbestos cement sheet roof, concrete slab ceiling smooth asbestos sheet, granite floors, hollow core doors, aluminum and glass windows, hidden electrical facilities, IMPROVEMENTS OUTSIDE THE BUILDING: Front and side enclosure wall, basin with drain, brick patio, stamped gate, steps, steel on balconies, poured patio, balcony, troughs. OTHERS: commode, shower, polished and painted plastered wash basin, bathroom tile.- Ownership of this is recorded together with the lien under number 283243 Entry 1 and 2 of the Institute of Property, Mortgages and Preventive Warnings of Francisco Morazán Department.- All this is by virtue of Suit for Execution for payment Number 0801-2007-21245 filed at this Justice Court by Lawyer CÉSAR AUGUSTO GIRÓN LANZA, in his capacity as attorney-in-fact for the NATIONAL INSTITUTE FOR RETIREMENT AND PENSIONS FOR EMPLOYEES AND OFFICIALS OF THE EXECUTIVE BRANCH (INJUPEMP) against Mr. CARLOS ROBERTO REYES RAUDALES, in which a claim for the amount of FOUR HUNDRED SEVENTY THOUSAND SIX HUNDRED FORTY-NINE (illegible) is made [...]

DECLARATION OF INCORPORATION OF CORPORATION

[...] Public in General and in compliance with (illegible) article 380 and (illegible) of the general transitional provisions of the Code of Commerce, NOTICE IS GIVEN: That in Document of Public Record Number 81 dated June 14 of the Year 2008, and before (illegible) of Notary ALFONSO OCAMPO OROZCO, a Commercial Corporation known as "**AMERICAN BRIDGE HONDURAS, SOCIEDAD DE RESPONSABILIDAD LIMITADA** (Limited Liability Corporation) or abbreviation thereof, **AMERICAN BRIDGE HONDURAS, S. de R.L.**", which can use the trade name ABH was incorporated, with equity capital of TWENTY-FIVE THOUSAND LEMPIRAS (LPS 25,000.00), the corporation's purpose and its main business shall be A) To provide services of all kinds in the areas of construction, engineering, design, consulting and construction supervision to domestic or foreign individuals or corporations or government entities, including planning, design and construction of docks and parts thereof;

(34 lines illegible)

G) Training, teaching and provision of courses and seminars related to the above-mentioned activities. H) Acquisition in any legal manner of stock, interests, shares or ownership interests, including trust rights and options on the above, in commercial or civil corporations of all kinds, domestic and foreign, public or private, either by

involvement in the incorporation thereof or by later subscription or purchase, as well as conveyance, disposal and refusal of such stock, interests, ownership interests and rights, as well as any other securities. I) To act as an agent or representative of any individual or corporation involved in management, operational or commercial businesses of any kind allowed by the Laws of Honduras. J) To obtain, purchase, use, license, or in any other manner dispose of copyrights of all kinds as well as industrial property rights such as patents, invention certificates, trademarks, trade names or rights thereto either within Honduras or abroad. K) Contracting and registration of internet domains for operation, utilization and development of internet sites for promotion, diffusion and performance of its businesses, as well as marketing of goods and services through internet sites. Also, to perform any other Commercial business of legal trade allowed by the Laws of the Republic of Honduras.- Its domicile shall be the City of Roatán, Bay Islands Department, Honduras, and it may establish special domiciles

(5 lines illegible)

[...] Tegucigalpa, M.D.C.* June 23, 2008

NOTICE OF INCORPORATION OF CORPORATION

(emblem)
OFFICIAL SEALED PAPER
FIVE LEMPIRAS
2008-2011
(line numbers in original not rendered)

(tax stamp) LAWYERS' ASSOCIATION OF HONDURAS
PAX ORBIS EN JURE L. 1.00
(illegible seal & signature) (scale image)

**LAWYERS' ASSOCIATION OF
HONDURAS**

No. 0733657

**SERIES "G" No. 232467
AMOUNT LPS. 250.00**

CERTIFICATE OF AUTHENTICITY

I, the undersigned Notary Public, sitting at the City of Tegucigalpa, Central District Municipality, with ID card **No. 4779** and registered at the Lawyer's Association of Honduras, do hereby **CERTIFY THAT**: The photostatic copy of the document known as TRANSCRIPT OF DOCUMENT OF PUBLIC RECORD number eighty-one (81) dated the fourteenth (14) of June of the year two thousand eight (2008) and containing the Incorporation of the AMERICAN BRIDGE INTERNATIONAL CORPORATION [sic], S. de R.L. **IS AN AUTHENTIC COPY** because it was compared with the original thereof and it completely agrees with each and every one of its parts **I ATTEST**.

Tegucigalpa, M.D.C.*, October 2, 2008

*******LAST LINE*******

(illegible signature)
(illegible seal)

(seal)
JUDICIAL BRANCH
REPUBLIC OF HONDURAS

(vertical, left margin)

Qualified for use with CERTIFICATES OF AUTHENTICITY
resolution of the Supreme Court of Justice (illegible)
No. 15 of Record No. (illegible) January (illegible)

(left side)

(illegible)

Republic of Honduras
Secretariat of Finance – Executive Directorate of Revenue
National Tax Registry

RTN*: 08019008185373

Business or Corporate Name: AMERICAN BRIDGE HONDURAS, S. de R.L. ABH
Tax Address LOMAS DEL GUIJARRO AVE REP DE COSTA RICA BLDG.
House N. W/O NO.

LEGAL REPRESENTATIVE: DAVID OMAR PALAO TORRES

Main Economic Activity: Business activities ncp

Registrations

Sales-Selective

Print Shops

Coin Operated Machine

Non-Bank Lender

Importer

Issue Date: 20080930

Expiration Date: 20100930

(right side)

Legal Basis: Art. 1, 2 and 3 of Decree No. 102 of January 8, 1974, amended by Art. 12 of Decree No. 255 of August 10, 2002, Art. 10 of Decree No. 25 of the Sales Tax Law, Art. 56 of Decree 22-97, Art. 39 of Decree 194-2002, Financial Balance and Social Protection Law, Art. 27 of Decree 51-2003 of April 10, 2003. Art. 8 Decree for Law No. 14 of January 15, 1973 published in the Official Daily la Gaceta No. 20880 and Non-Bank Lender Regulations Decision 43 published on January 18, 1973.

Executive Director

Chief of Taxpayer Assistance
Department

To the Taxpayer, remember your obligation to report any change in your RTN* data to the DEI* in accordance with article 43 number 5 of the Tax Code. Fulfilling your tax obligations is to help Honduras

Document number DEI-412-281781

Transaction: 4E94CF

AB American
Bridge

AMERICAN BRIDGE HONDURAS, S. de R.L.
CONFIDENTIAL RECORD

No	EMPLOYEE NAME	POSITION	FROM	IDENTIFICATION No.
1	DAVID OMAR PALAO TORRES	GENERAL MANAGER	EL PROGRESO/YORO	1804-1952-00001

*Personnel have not been hired because the company is in the pre-operation stage.

(left side)

ARTICLE 104 OF THE NATIONAL REGISTRATION OF PERSONS LAW (rest illegible)

(vertical) (illegible signature) DIRECTOR R.N.P.

APPLIED FOR IN (illegible)

DAVID OMAR PALAO TORRES
1804-1952-00001

(right side)

RNP*

REPUBLIC OF HONDURAS
NATIONAL REGISTRY OF PERSONS
IDENTIFICATION CARD

DAVID OMAR PALAO TORRES

(portrait)

HONDURAN BY BIRTH
(illegible)
SEX MALE
ISSUED (illegible)

1804-1952-00001

(bar code)
00713848-01

REPUBLIC OF HONDURAS
SECRETARIAT OF FINANCE
EXECUTIVE DIRECTORATE OF REVENUE
NATIONAL TAX REGISTRATION

(illegible)

DAVID OMAR PALAO TORRES

(rest of document illegible)

(illegible signatures and seals)

026370

(emblem)

*Honduras C.A.**

Secretariat of Safety

General Directorate of Criminal Investigation

(D.G.I.C.)

POLICE RECORD CERTIFICATE

I, the undersigned Chief of the **Criminal File** of the **GENERAL DIRECTORATE OF CRIMINAL INVESTIGATION D.G.I.C.** do hereby **CERTIFY THAT:** According to our Central Office files, (Mr.) (Mrs.) **DAVID OMAR PALAO TORRES** of **HONDURAN** Nationality with Identification Card **1804-1952-00001** ****HAS NO RECORD OF HAVING COMMITTED ANY CRIME OR MISDEMEANOR.**

And for any purposes deemed proper by the interested party, this is issued and signed at Comayagüela, Central District Municipality, on the **second** day of the month of October of the year two thousand eight.

(illegible signature)

KARLA M. MURILLO RUIZ
CHIEF OF CRIMINAL FILE – DGIC.

(seal)

SECRETARIAT OF SAFETY
HONDURAS
CRIMINAL FILE SECTION

NOTES:

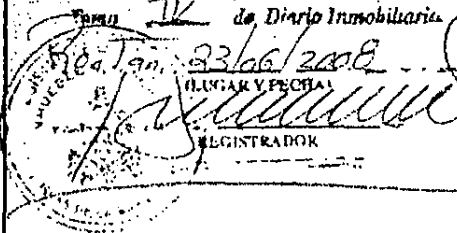
*T.N. – M.D.C. = Central District Municipality. Licenciado = academic title used by lawyers and persons with bachelor level college degrees in many fields. CA = Central America. RTN = National Tax ID. DEI = Executive Directorate of Revenue. R.N.P. = National Registry of Persons. T.G.R. = General Treasury of the Republic.

REGISTRO DE LA PROPIEDAD INMUEBLE Y MERCANTIL

DE Scrapia Hernandez

Presentada a las 10 horas y 30 minutos
de hoy, según Asiento N° 1942 Folio 269

Forma IV de Diario Inmobiliaria



**Notaria
del
Abogado**

Alfonso Ocampo Orozco

BUFETE: OCAMPO OROZCO

Edificio EL Centro, No. 201 2do. piso

Calle peatonal

Tegucigalpa, M.D.C. Honduras C.A.

TESTIMONIO DE LA ESCRITURA PUBLICA

No. 81

De CONSTITUCION DE SOCIEDAD AMERICAN BRIDGE HONDURAS, S. de
R.L.

Olorgado Por: ROBERT HOWARD LUFFY, en representación de AMERICAN
BRIDGE COMPANY I AMERICAN BRIDGE INTERNATIONAL CORPORATION.

A Favor de: ELLOS MISMOS

Tegucigalpa, M.D.C. 14 de JUNIO del 200 8

Nº 0578954

TESTIMONIO

1 INSTRUMENTO NUMERO OCHENTA Y UNO (81).-En la Ciudad de Coraopolis,
2 Pensilvania, Estados Unidos de América, a los Catorce (14) días del mes de Junio del Año Dos
3 Mil Ocho (2008).- Ante Mi, **ALFONSO OCAMPO OROZCO**, Notario del domicilio
4 Tegucigalpa, Honduras, en tránsito por este País, inscrito en la Honorable Corte Suprema de
5 Justicia con Exequátur de Notario Número Un Mil Ciento Trece (1113) e inscrito en el Colegio
6 de Abogados de Honduras con Carné Número Cero Dos Mil Ciento Treinta (02130), con
7 dirección de la Notaria ubicada en el Edificio "El Centro", segundo nivel, cubículo Doseientos
8 Uno (201), Calle Peatonal de Tegucigalpa, Municipio del Distrito Central, comparece
9 personalmente el señor **ROBERT HOWARD LUFFY**, mayor de edad, casado, Ingeniero Civil,
10 de nacionalidad Estadounidense, con residencia en 2001 Sturbrige Drive, Sewickley PA. 15143
11 Estados Unidos de América, quien actúa en su condición de Presidente de la Sociedad
12 **AMERICAN BRIDGE COMPANY**, una sociedad existente bajo las Leyes del Estado de
13 Delaware, Estados Unidos de Norte América, con Certificado de Incorporación de fecha 30 de
14 Junio de 1999, en la sección 103 f de la Ley de Incorporaciones del Estado de Delaware,
15 Autenticación número 0794283 de fecha 15 de Noviembre del 2000; asimismo comparece en su
16 condición de Presidente de la Sociedad **AMERICAN BRIDGE INTERNATIONAL**
17 **CORPORATION**, Sociedad existente bajo las Leyes del Estado de Delaware localizada en 1209
18 Orange Street en la Ciudad de Wilmington County of New Castle, con número de Autenticación
19 7134578 de fecha 31 de mayo de 1994; quien asegurándome encontrarse en el pleno goce y
20 ejercicio de sus derechos civiles, libre y espontáneamente dice: **PRIMERO**: Que de conformidad
21 con el Código de Comercio vigente en la República de Honduras, de común acuerdo sus
22 representadas han convenido en constituir, como en efecto constituyen una Empresa Mercantil en
23 el Tipo de RESPONSABILIDAD LIMITADA, que se registrará en su funcionamiento por las
24 disposiciones del Código de Comercio, las contenidas en esta Escritura Social y por las demás
25



leyes de la República de Honduras sobre la materia.-SEGUNDO: : La finalidad de la Sociedad y

1 su actividad principal será: A) Prestar a personas físicas o morales, nacionales o extranjeras o a
2 entidades gubernamentales, toda clase de servicios en las áreas de construcción, Ingeniería,
3 diseño, consultorías, y supervisión de construcción, incluyendo la planeación, diseño y
4 construcción de muelles y partes de estos, B) Recibir de o proporcionar servicios técnicos,
5 operativos, de construcción, ingeniería, diseño, supervisión, consultivos y de asesoría y
6 cualesquiera servicios que sean necesarios en materia de Ingeniería, arquitectura y, en general,
7 sobre cualquier actividad relacionada con la industria de la construcción. C) Elaborar toda clase
8 de diseños, estudios y/o proyectos arquitectónicos, urbanísticos, industriales, inmobiliarios,
9 mecánicos y de toda clase de aparatos e instrumentos de ingeniería, relacionados con la industria
10 de la construcción. D) Realizar proyectos, seguimiento y ejecución de toda clase de obras,
11 trabajos, instalaciones y proyectos del ramo de la industria de la construcción, de ingeniería y de
12 arquitectura, ya sean obras públicas o privadas, así como adquirir y explotar comercialmente toda
13 clase de maquinaria, material y equipo relacionado con la industria de la construcción, su
14 arrendamiento, subarrendamiento, y todo cuanto sea anexo y conexo con dichos ramos y explotar
15 cualquier material susceptible a ser utilizado o aprovechado en la industria de la construcción. E)
16 Comprar, vender, adquirir, enajenar, comercializar, desarrollar, distribuir, importar, exportar,
17 arrendar, administrar, fabricar, maquilar, suministrar, por cuenta propia o de terceros, toda clase
18 de bienes, materiales, mercancías, productos y maquinaria relacionados con la construcción. F)
19 Recibir de o prestar a cualquier sociedad hondureña o extranjera o sociedad en la que tenga un
20 interés o participación, servicios de consultoría y técnicos en las áreas de Ingeniería, industrial,
21 técnica, administrativa, comercial, financiera y otras actividades similares. G) La capacitación,
22 adiestramiento e impartición de cursos y seminarios relacionados con las actividades antes
23 indicadas. H) La adquisición, bajo cualquier título legal, de acciones, intereses, participaciones o
24 partes sociales, incluyendo derechos fideicomisarios y opciones sobre los anteriores, en toda
25

PAPEL SELLADO OFICIAL

CINCO LEMPIRAS
2008 - 2011

Nº 0578954

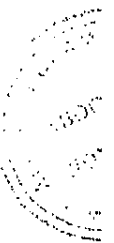
clase de sociedades mercantiles o civiles, nacionales y extranjeras, públicas o privadas, ya sea

1 formando parte de su constitución o mediante suscripción o adquisición posterior, así como la
2 enajenación, disposición y negación de dichas acciones, participaciones, partes sociales y
3 derechos, así como de cualquier otro título valor. I) Actuar como agente o representante de
4 cualquier persona física o moral, involucrada en cualquier tipo de actividades de administración,
5 operativas o comerciales permitidas por las Leyes de Honduras. J) Obtener, adquirir, usar,
6 licenciar o de cualquier otra forma disponer de todo tipo de derechos de autor, así como derechos
7 de propiedad industrial, tales como patentes, certificados de invención, marcas registradas,
8 nombres comerciales o derechos sobre los mismos ya sea en Honduras o en el extranjero; K) La
9 contratación y registro de dominios de internet para la explotación, utilización y desarrollo de
10 sitios de internet para la promoción, divulgación y el desarrollo de sus actividades, así como la
11 comercialización de bienes y servicios a través de sitios de internet. Así como realizar cualquier
12 otra actividad Comercial de lícito comercio permitida por las Leyes de la República de
13 Honduras.- **TERCERO:** La Sociedad operará bajo la denominación social de **AMERICAN**
14 **BRIDGE HONDURAS, SOCIEDAD DE RESPONSABILIDAD LIMITADA** o su
15 abreviatura **AMERICAN BRIDGE HONDURAS, S. de R.L.**, pudiendo usar el nombre
16 comercial de **ABH.- CUARTO:** El capital social es de **VEINTICINCO MIL LEMPIRAS**
17 **EXACTOS (LPS 25,000.00)** exhibiéndose en este acto el total del capital suscrito, a nombre de
18 la Sociedad, lo que yo el Notario doy fe; las partes sociales de cada socio quedan en la siguiente
19 forma: **AMERICAN BRIDGE COMPANY**, aporta como Socio **VEINTICUATRO MIL**
20 **SETECIENTOS CINCUENTA LEMPIRAS (LPS.24,750.00)**, Y **AMERICAN BRIDGE**
21 **INTERNATIONAL CORPORATION** aporta como socio **DOSCIENTOS CINCUENTA**
22 **LEMPIRAS (LPS. 250.00)**, del capital suscrito.- **QUINTO:** La Sociedad se constituye por
23 tiempo indefinido y su disolución y liquidación, solo podrá producirse por y de conformidad a las
24 causas establecidas expresamente en el Código de Comercio (Art. 322).- **SEXTO:** El domicilio
25



de la Sociedad será la Ciudad de Roatan, Departamento de Islas de la Bahía, Honduras, pudiendo

~~establecer domicilios especiales, sucursales y/o agencias en otros lugares de la República de Honduras, así como en el extranjero. También podrá establecer oficinas en otros países, bajo el meroo jurídico de los mismos. **SEPTIMO:** La Sociedad será administrada por un Gerente General, que podrá ser socio o persona extraña a la Sociedad quien llevará la firma social y tendrá las siguientes funciones y obligaciones: 1) Representar a la Empresa Judicial y Extrajudicialmente, ante personas naturales y jurídicas, así como ante toda clase de autoridades de orden administrativo, legislativo y judicial del País; 2) Celebrar los contratos necesarios en el giro de los negocios, incluyendo los de incrementar el volumen de las operaciones ordinarias y los bienes sociales; 3) Concurrir a toda clase de licitaciones, subastas y actos de interés para la Sociedad; 4) Celebrar contratos de arrendamiento por el término y condiciones que estime convenientes; 5) Abrir, mantener, operar y cerrar cuentas bancarias de cualquier clase. Hacer depósitos de dinero en Instituciones bancarias tanto nacionales como internacionales, hacer retiros de fondos mediante el libramiento de cheques, realizar cobranzas, enviar y recibir giros, abrir cartas de crédito, estando autorizado para firmar cualquier documento relativo a estas operaciones; 6) Librar, endosar, negociar, protestar o en cualquier forma, suscribir títulos valores o cualquier otra clase de documentos que tengan relación con las operaciones de la Sociedad. 7) Delegar en todo o en parte en la persona o personas que tenga a bien, las facultades que le son concedidas en este documento, así como comparecer ante Notario a otorgar y firmar toda clase de Poderes ya sea poderes Generales, Especiales de Administración y de Representación, así como otorgar Poderes Generales para pleitos a cualquier Profesional del Derecho de su elección; 8) Promover y contestar demandas ante los Tribunales de Justicia y Autoridades Administrativas de cualquier clase que sean, civiles, laborales y administrativas. 9) Definir, concordar o transigir con terceras personas naturales o jurídicas ya sean públicas o privadas, los asuntos relacionados directa o indirectamente con la contratación que desearé llevar a efecto la Sociedad. **OCTAVO:**~~



PAPEL SELLADO OFICIAL

CINCO LEMPIRAS

2008 - 2011

Nº 0467424

1 La Asamblea de socios es el órgano supremo de la Sociedad y tendrá entre otras las facultades

2 siguientes: a) Discutir, aprobar, modificar o reprobado el balance general correspondiente al

3 ejercicio social clausurado; b) Nombrar Gerentes; c) Decretar el cuando proceda reparto de

4 utilidades; d) Designar si lo estima conveniente, un comisario o consejo de vigilancia; e)

5 Resolver de nuevos socios, de acuerdo a lo establecido en el Artículo 43 del Código de

6 Comercio; f) Acordar en su caso, que se exijan aportaciones suplementarias, determinando la

7 cuantía y modalidad de estas de conformidad con lo establecido en el Artículo 75 del Código de

8 Comercio; g) Acordar el ejercicio de las acciones que correspondan para exigir daños y perjuicios

9 a los órganos sociales, designando en su caso a la persona que ha de seguir el juicio

10 correspondiente; h) Resolver sobre cualquier modificación de la escritura social; i) Decidir sobre

11 la disolución de la sociedad, la forma de liquidarla y la manera en que habrá de nombrarse a los

12 liquidadores; j) Cuantas facultades le otorgue la Ley o la escritura Social. k) Las Resoluciones se

13 tomarán por el voto favorable de los socios que representan el sesenta por ciento del capital,

14 excepto en los casos de modificación de la escritura social y en caso de venta o gravamen total o

15 parcial de la Empresa social, para lo cual se requerirá al menos el voto favorable de las tres

16 cuartas partes del capital social. El cambio de los fines de la Sociedad así como el aumento de las

17 obligaciones de los socios requerirá unanimidad de los votos.- **NOVENO** Ningún socio podrá

18 ceder sus derechos en la Sociedad ni a otro socio ni a personas extrañas a la misma, sin el

19 consentimiento de todos los demás. Las Cesiones de derechos entre socios surtirán efectos desde el

20 momento en que queda firmada el Acta de la Junta en que se tomó la Resolución, pero no surtirán

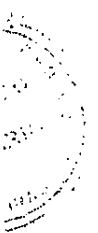
21 efectos frente a terceros hasta quedar inscritos en el Registro público de comercio. **DECIMO:**

22 Los Socios no podrán dedicarse por cuenta propia o ajena a negocios del mismo género de los

23 que constituye la finalidad de la Empresa. En caso de contravención, la Sociedad podrá excluir al

24 infractor; pudiendo exigirle además daños y perjuicios.- Se presumirá el consentimiento

25 transcurridos tres meses contados desde el día en que la Sociedad tenga conocimiento de la



infracción.- **DECIMOPRIMERO:** De las utilidades netas que resultan en cada ejercicio

económico, se deducirá el cinco por ciento (5%) para formar el capital de reserva hasta el importe

mínimo de la quinta parte del capital social. La Asamblea podrá establecer todas las demás

reservas que crea conveniente. El importe de las utilidades netas, la asamblea podrá determinar su

distribución entre los socios en forma proporcional a sus aportaciones según el libro de Socios.-

Cuando por cualquier motivo la reserva disminuye se deberá reconstruir en la misma forma.-

DÉCIMOSEGUNDO : La Asamblea que la Ley señala, se reunirá en el domicilio social, por lo

menos una vez al año entre los meses de Enero a Marzo y podrá ser convocada en cualquier

tiempo para tomar acuerdos y resoluciones con las actividades de la Sociedad. La convocatoria se

hará por medio de notas personales con acuse de recibo, deberán entregarse a cada socio, con

ocho días de anticipación a la celebración de la asamblea.- **DÉCIMOTERCERO:** Fuera de las

atribuciones que confiere a la asamblea el Artículo Ochenta y Dos (82) del Código de Comercio.

los Socios podrán tomar otros acuerdos por escrito, siempre de conformidad con las Leyes del

país.- **DECIMOCUARTO:** Para que pueda tener lugar la Asamblea General, será necesario la

concurencia de socios que representen más del Cincuenta por Ciento (50%) del Capital Social.

En caso de no haber quórum se convocará de la misma forma que la anterior por segunda vez, en

otra podrá y tendrá lugar con los socios que asistan cualquiera que sea el monto del capital que

represente y en este caso las resoluciones se tomarán por simple mayoría de votos, entendiéndose

la mitad más uno de los presentes. Para modificar la Escritura Social, se requerirá el voto

favorable de todos los socios. Los Socios pueden hacerse representar por otro socio o por

personas particulares siempre que exhiban Poder Notarial, Carta Poder autorizada por Notario y

aun por carta comercial indicando el nombre del representante. Todo Socio tendrá derecho a

participar en las deliberaciones de la Asamblea y gozará de un voto por cada **CIEN LEMPIRAS**

(LPS. 100.00), de su aportación, los acuerdos de la Asamblea se harán constar en un libro de

actas, que firmaran todos los socios o sus representantes.- **DECIMOQUINTO:** El año social

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CINCO LEMPIRAS
2008 - 2011

Nº 0467424

principia el primero de Enero y termina el Treinta y Uno de Diciembre de cada año. El inventario

1 y Balance General se practicará en la primera quincena del mes de enero de cada año.-

2 DECIMOSEXTO: Acordado por la Asamblea General la disolución de la sociedad, se
3 procedera a liquidarla por el Liquidador que nombre la asamblea en que acuerden su disolución.

4 Si los socios no hicieren el nombramiento del Liquidador, lo hara la Autoridad competente -

5 DECIMOSEPTIMO: Mientras la asamblea no resuelva otra cosa, queda electo el señor
6 DAVID OMAR PALAO TORRES, mayor de edad, casado, Licenciado en Contaduria Publica,

7 hondureño y del domicilio de Tegucigalpa, Honduras, como Gerente General de la Sociedad.- El

8 Gerente General tendrá las facultades que se señalan en la cláusula Séptimo de este Instrumento,

9 incluyendo su representación y responsabilidad Social.- DECIMOOCCTAVO: El compareciente

10 declara: Que sus representadas Quedan constituidas desde esta fecha, bajo pactos y estipulaciones

11 mencionados. Asimismo manifiesta que todo aquello que no estuviera previsto expresamente en

12 el presente Instrumento, se estará a lo dispuesto en el Código de Comercio y demás leyes de la

13 República de Honduras.- Así lo dice y otorga, ante el Suscrito Notario que da fe. Y enterados del

14 derecho que la Ley le confiere para leer por sí este Instrumento, por su común acuerdo le di

15 lectura íntegra, cuyo contenido ratifica el otorgante y firma, estampando su huella digital del

16 dedo índice de la mano derecha. De todo lo cual, del conocimiento, estado civil, edad, profesión,

17 oficio, nacionalidad y vecindad de unos y otros, así como de haber hecho la advertencia de las

18 publicaciones de Ley, la Inscripción en el Registro de Sociedades Mercantiles, la Inscripción en

19 la Cámara de Comercio y de haber tenido a la vista sus documentos personales del otorgante

20 Pasaporte Estadounidense Número 420292751.- DOY FE.-FIRMA Y HUELLA DIGITAL

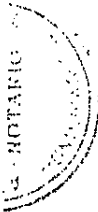
21 ROBERT HOWARD LUFFY.- FIRMA Y SELLO NOTARIAL ALFONSO OCAMPO

22 OROZCO.-

23 Y, a requerimiento del otorgante, libro, firmo y sello, esta primera copia, en el mismo lugar y

24 fecha de su otorgamiento, en el papel sellado correspondiente y con los timbres de Ley

25



Debidamente cancelados, quedando su original con el cual concuerda bajo el Número preinserto de mi protocolo corriente que llevo en el presente año, en cuyo margen anoté este libramiento.

[Handwritten signature and circular stamp]

REGISTRO DE LA PROPIEDAD INMOBILY MERCANTIL

Nº 25105 de la 3946

Presentada a las 10 horas y 39 minutos

de hoy, según Acuerdo Nº 1942 FoBo.

Libro de Diario Inmobiliaria

Nº 2366/2008

[Circular stamp: REGISTRO DE LA PROPIEDAD INMOBILY MERCANTIL]

SECRETARÍA DE LA PROPIEDAD

37-49

02 de Julio 2008

[Circular stamp: REGISTRO DE LA PROPIEDAD INMOBILY MERCANTIL]

DEPOSITO A LA VISTA NO EN CUENTA No. 282860

AMERICAN BRIDGE HONDURAS S. DE R. L. , sociedad en formacion, ha entregado en BAC BAMER, en esta fecha, la cantidad de L. 25,000.00 (VEINTICINCO MIL LEMPIRAS NETOS), en calidad de DEPOSITO A LA VISTA NO EN CUENTA, el cual solo puede ser retirado contra la presentacion de este documento.

Tegucigalpa, 27 de Junio de 2008


FIRMA AUTORIZADA




FIRMA AUTORIZADA

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