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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION
AVICOLA EBENEZER, C.A. INC.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	$78.75

MRD 4/5/12

Electronic Filing Menu Corporate Filing Menu Help

H12000086122

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. AVICOLA EBENEZER, C.A. INC.
(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. N/A
(FEI number, if applicable)

4. APRIL 13, 2007
(Date of incorporation)

5. TWENTY (20) YEARS
(Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 23, 2012
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

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

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

8. Farming of poultry, including purchase, sale, import/export, retail & wholesale, as well as poultry slaughtering, processing, weighing, packing, storing, Packing, marketing distribution & transport.
(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: Ely Jose Fernandez Rangel

Office Address: 1470 NW 107 Avenue Suite E

Miami, Florida 33172
(City) (Zip code)

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10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

1/23/12
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Ely Jose Fernandez Rangel

Address: 1470 NW 107 Avenue Suite E
Miami, Florida 33172

Vice President: Jeampiere Josue Fernadez Moreno

Address: 1470 NW 107 Avenue Suite E
Miami, Florida 33172

Secretary: Ely Jose Fernandez Rangel

Address: 1470 NW 107 Avenue Suite E, Miami, Florida 33172

Treasurer: Jeampiere Josue Fernandez Moreno

Address: 1470 NW 107 Avenue Suite E, Miami, Florida 33172

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

13.

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Ely Jose Fernandez Rangel

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

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Certified Translation

I, **Jorge Alberto Gaitán**, the undersigned, of Venezuelan nationality, of legal age, holder of Venezuelan Identification Card number V-7322771, domiciled and practicing in this city of Barquisimeto, Venezuela, Court Interpreter and Certified Public Translator in English of the Bolivarian Republic of Venezuela, as established in degree published in Official Gazette number 38938, dated 28th of May, 2008, listed at the Registers Main Office of the Capital District under number 54, page 54, book 18, and registered in the First Instance Civil Court of Barquisimeto, State of Lara, on the 13th of April, 2007, under number KP02-S-2006-016871, do hereby CERTIFY; that according to the aforementioned credentials I am duly authorized to translate and certify translations in English of all kinds of documents; and that the document attached hereto, Re: **"Bolivarian Republic of Venezuela, Company: AVICOLA EBENEZER, C.A., Articles of Incorporation and Corporation By-laws"**, written in Spanish, has been submitted to me for translation, and that the following is a true English version thereof:

FIRST PAGE

BOLIVARIAN REPUBLIC OF VENEZUELA

Ministry of the Popular Power for Internal Affairs and Justice

Autonomous Service of Registries and Notaries — RM N° 466
Mercantile Registry of the State of Yaracuy — 201° and 152°

Attorney-at-Law JESUS MARIA LOPEZ, Mercantile Registrar, does hereby CERTIFY that the attached documents copied hereinafter: Note, Official Notice, Articles of Incorporation and Corporation By-

Pag 1/10
22/Sept/2011

REPUBLICA BOLIVARIANA DE VENEZUELA
JORGE GAITÁN

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TALLAHASSEE, FLORIDA

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laws, are true, exact, complete and unaltered copies of the originals recorded in Book: 16-A Number: 18, year 2011, of the Mercantile Registry, which read as follows:

466-3188

This page belongs to: **AVICOLA EBENEZER, C.A.**
File Number: **466-3188**

(Signed, illegible signature) – Attorney-at-Law Jesus Maria Lopez – Mercantile Registrar of the State of Yaracuy –

SECOND PAGE (Official Notice printed on Official Sealed Paper)

GBY-2006-N° 0824730

To: MERCANTILE REGISTRAR, JUDICIAL DISTRICT OF THE STATE OF YARACUY.

I, **ELY JOSÉ FERNÁNDEZ RANGEL**, Venezuelan, of legal age, holder of Identification Card N° V-11180788, residing under this jurisdiction, duly authorized for this proceeding by the Company AVÍCOLA EBENEZER, C.A., respectfully come before you to present the Articles of Incorporation of said company, which have been drafted to serve as the Corporation By-laws. I respectfully request that once all the legal requirements have been satisfied, you order its incorporation in this Mercantile Registry, the opening the official file of the company, and the issuing of two (02) Certified Copies pursuant Article 215 of the Code of Commerce. San Felipe, on the date of its execution.

(Signed, illegible signature) – 11180788 – (There have been affixed two fingerprints) –

THIRD PAGE (Official Acceptance of Incorporation)

BOLIVARIAN REPUBLIC OF VENEZUELA

Page 2/10

22/Sept/12-11

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Ministry of the Popular Power for Internal Affairs and Justice

Autonomous Service of Registries and Notaries
Mercantile Registry of the State of Yaracuy

RM N° 466
201° and 152°

San Felipe Municipality, on this 14th day of July of the year 2011

The previous Official Notice is hereby acknowledged. All the legal requirements have been satisfied. Register and incorporate in the Mercantile Registry together with the Articles of Incorporation and publish; open the File of the Company and include the original document, the Corporation By-Laws and other attachments. Issue copy of its publication. The document was drafted by Attorney-at-Law LIZ ROSSIEL PINEDA GUZMAN, Bar Association N° 147954; it is registered and incorporated in the Mercantile Registry under Number: 18, Book 16-A. Fees paid: 2,090.00 Bs per Banking Form N° 46600024353, 46600024435, Bank N° 64 in the amount of 90,106.40 Bs. Identification as follows: ELY JOSE FERNANDEZ RANGEL with Id. Card N° 11180788.

Checked by Att.-at-Law ANAI ANTONIA MUÑOZ MORENO

(Signed, illegible signature) – Mercantile Registrar – Att.-at-Law JESUS MARIA LOPEZ –

This page belongs to: AVICOLA EBENEZER, C.A.
File Number: 466-3188

PAGES FOUR THROUGH EIGHT (Articles of Incorporation and Corporation By-laws on Official Sealed Paper)

GBY-2006-N° 0824733

We, ELY JOSÉ FERNÁNDEZ RANGEL and JEAMPIERE JOSUÉ FERNÁNDEZ, Venezuelans, of legal age, civil status single, holders of Identification Cards N° V-11180788 and N° 19594132, respectively, residing under this jurisdiction, hereby declare: we have agreed to establish a company,

Page 3/10
22/Sep/12-11

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incorporated as a Compañía Anónima *(Corporation)*, with the following Articles of Incorporation that have been drafted ample enough so they can serve as the Corporation By-laws, which shall be governed by the Laws of the Bolivarian Republic of Venezuela and by the provisions contained herein:

NAME, LEGAL DOMICILE, PURPOSE AND TERM

FIRST: The commercial name of the Company shall be **"AVÍCOLA EBENEZER C.A."**, with legal domicile at Zona Industrial, Avenida Sorte, Parcela N° 01 Manzana 02, Bruzual Municipality, Chivacoa, State of Yaracuy, but it can establish Branches, Agencies or Representations anywhere in the Bolivarian Republic of Venezuela or abroad. **SECOND:** The company has as legal purpose any and all activities related to factory farming of poultry, including purchase, sale, import and export of poultry, retail or wholesale, as well as poultry slaughtering, processing, weighing, packing, storing, freezing, marketing, distribution and transport: all these activities may be carried out by the Company or contractors (third parties), as well as any and all legal activities similar or related to the aforementioned main purpose. **THIRD:** The legal term of the company shall be twenty (20) years from the date of its registration and incorporation in the corresponding Mercantile Registry, and it can be subsequently extended as decided by the Shareholders' Meeting.

OWNERSHIP CAPITAL AND STOCK

FOURTH: The ownership capital of the company shall be **NINE MILLION BOLIVARS (9,000,000.00 Bs)** divided among **NINE THOUSAND (9,000)** registered shares worth **ONE THOUSAND BOLIVARS (1,000.00 Bs)** each, which give each stockholder the same rights and duties. **FIFTH:** The ownership capital and stock has been fully subscribed and paid as follows: **ELY JOSÉ FERNÁNDEZ RANGEL**

4

Page 1/12

22/Sept/2011

REPÚBLICA BOLIVARIANA DE VENEZUELA

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subscribes and is the owner of **SIX THOUSAND THREE HUNDRED (6,300)** shares, each paid at a price of **ONE THOUSAND BOLIVARS (1,000 Bs)** for an amount of **SIX MILLION THREE HUNDRED THOUSAND BOLIVARS (6,300,000.00 Bs)**, and **JEAMPIERE JOSUÉ FERNÁNDEZ MORENO** subscribes and is the owner of **TWO THOUSAND SEVEN HUNDRED (2,700)** shares, each paid at a price of **ONE THOUSAND BOLIVARS (1,000 Bs)** for an amount of **TWO MILLION SEVEN HUNDRED THOUSAND BOLIVARS (2,700,000.00 Bs)**. The ownership capital has been fully paid as evidenced in attached inventory. **SIXTH:** Shareholders shall have the right of preference in case a shareholder wishes to totally or partially transfer/sell his/her stock. Therefore the shareholder who wishes to transfer or sell in any way his/her stock shall give prior written notice to the other shareholders, indicating terms and price of the intended sale. Shareholders will have thirty (30) days after receiving such notice to decide whether or not they want to exercise the right of preference within the aforementioned term; the tendering shareholder will be free to transfer or sell his/her stock to any person(s) if none of the other shareholders exercises said right of preference. Right of preference shall also apply in the event of issuance of capital stock, proportionally to the stock already owned by the shareholder.

SHAREHOLDERS' MEETINGS

SEVENTH: Shareholders' Meetings shall be Regular and Special. Regular meetings shall take place once a year, within ninety (90) days after closing the fiscal year. Special meetings shall take place every time shareholders deem convenient or as required by the legal purpose of the Company. Notice of the call of meetings can be written, but such notice can be waived if all shareholders are present in the meeting.

Page 5/10
22 Sep 2022

REPÚBLICA BOLIVARIANA DE VENEZUELA
JORGE GAITÁN
NOTARIO PÚBLICO
ESCUELA ESTELÉS
GACETA OFICIAL Nº 36.938
ISI FECHA 26-06-2003

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MANAGEMENT

EIGHT: The Company shall be managed by one (01) President and one (01) Vice-President, who may or may not be holders of company stock, who shall hold their posts for TEN (10) years; unless otherwise decided by the Meeting. NINTH: Members of the Board of Directors who are shareholders shall, if elected, deposit two (02) shares of stock in the Company Cashiers Office, and non-shareholders shall deposit the equivalent to the two shares of stock in cash, pursuant Article 244 of the Code of Commerce currently in force. TENTH: The Board of Directors has the amplest authorities for managing and disposing of corporate property, and such Board is comprised by the President and one (01) Vice-President, who shall act jointly or separately within the following

GBY-2006-N° 0824734

authorities: A) Represent the Company in all effects vis-à-vis third parties. B) Sign on behalf of the Company and bind it in all legal acts and businesses which may be part of its purpose without any limits or restrictions. C) Execute all kinds of contracts. D) Buy, sell, exchange, charge, and in any way transfer real estate property, execute liens, leases, mortgages and any other encumbrances. E) Appoint, hire, fire and remove workers and employees and determine their personal compensation. F) Emit, sign, endorse, charge, guarantee, discount, negotiate and protest promissory notes, checks, drafts and any other commercial document. G) Open, manage and close bank accounts and ask for cash credits and/or loans with or without special guarantees. H) Appoint legal representatives to sustain and defend the rights and interests of the company, granting them the authorities deemed necessary, even to file proceedings, oppose and/or answer all kinds of actions, demands, motions, claim compensations, settle or compromise in arbitrators

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TALLAHASSEE FLORIDA

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in equity or in law, execute receipts, cancellations and releases. i) Summon regular and special Shareholders' Meeting. They shall have all the powers and authorities granted to the management of Compañías Anónimas (Corporations) by the Code of Commerce, as the authorities given herein are not limiting, and in general they shall have all the authorities not granted to the Shareholders' Meeting by this document or by applicable Law.

FISCAL YEAR, BALANCE AND EARNINGS AND PROFITS

ELEVENTH: The fiscal year of the company shall begin on the date of its incorporation and registration in the Mercantile Register and it shall end on the thirty first (31st) of December of the year 2011. Financial statements, including the General Balance Sheet and the Profit and Loss Statements, will be issued on this date. **TWELFTH:** The Financial statements shall be done pursuant the Code of Commerce and the Generally Accepted Accounting Principles, and shall truly and accurately reflect profit or loss during the corresponding fiscal year. **THIRTEENTH:** Five per cent (5%) of the revenues obtained shall be set aside for funding of a Legal Reserve Fund, until it reaches ten per cent (10%) of the Ownership Capital. All other amounts ordered by the Shareholders' Meeting or by the Law, for better performance of the Company, shall be set aside, the rest of the revenue shall be apportioned according to the number of shares of each shareholder.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

FOURTEENTH: The Shareholders' Meeting shall appoint one or several liquidators in the event of dissolution of the company, who shall have the authorities that such Meeting may establish or the ones provided for in the Code of Commerce in force. Once liquidation is carried out and all debts

Page 7/10

22/Sept/2011

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TALLAHASSEE, FLORIDA

are paid, any money remaining shall be apportioned among the shareholders according to the number of shares of each one.

FINAL PROVISIONS

FIFTEENTH: The Company shall have a Commissar, who shall hold post for **FIVE (05)** years, with the powers and duties established in the Law. **SIXTEENTH:** Shareholder **JEAMPIERE JOSUÉ FERNÁNDEZ MORENO** is appointed as **PRESIDENT**, and shareholder **ELY JOSÉ FERNÁNDEZ RANGEL** is appointed as **VICE-PRESIDENT. SEVENTEENTH: ZOYVIC ELINETT ZABALA SERRANO**, B.S. in Public Accounting, Venezuelan, of legal age, holder of Identification Card **N° V-12168025**, registered at the Public Accountants Association of the State of Aragua under **N° 63071** is duly appointed as **COMMISSAR. EIGHTEENTH:** Everything not specified in this document shall be in accordance with rules and regulations set forth by the Code of Commerce and all other applicable Law. **ELY JOSÉ FERNÁNDEZ RANGEL**, previously identified, is hereby authorized to do any and all acts and things and to execute any and all documents for the proper incorporation of this company in the Mercantile Registry. San Felipe, on the date of its execution.

(Signed, illegible signature) – 19594132 – (There have been affixed two fingerprints) –

(Signed, illegible signature) – 11180788 – (There have been affixed two fingerprints) –

SAN FELIPE MUNICIPALITY, 14th OF JULY, TWO THOUSAND AND ELEVEN. (Signed) **ELY JOSÉ FERNÁNDEZ RANGEL. Att.-at-Law JESUS MARIA LOPEZ.** THIS CERTIFIED COPY OF THE PUBLICATION IS ISSUED PER BANKING FORM N° **466.2011.3.223**

(Signed, illegible signature) – Att.-at-Law JESUS MARIA LOPEZ – Mercantile Registrar –

Page 5/10

22/Sept/2011

REPÚBLICA BOLIVARIANA DE VENEZUELA
JORGE GAITÁN
INTÉRPRETE PÚBLICO

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NINTH PAGE (Copy of Official Tax Registry)

FORM SIR RIF
BOLIVARIAN REPUBLIC OF VENEZUELA
SENIAT

TAX REGISTRY INFORMATION
REGISTRY CERTIFICATE (TRI Number)
J-31726901-2

THIS CERTIFICATE IS ISSUED PURSUANT ARTICLE 9 OF ADMINISTRATIVE RULING N° 0073 DATED FEB/06/2006 PUBLISHED IN OFFICIAL GAZETTE N° 38389 DATED MARCH/02/2006.

City: CHIVACOA	Registration Date: July/22/2011
Local Office: CENTRAL-WEST	Date of Issue: July/22/2011
SENIAT	Date of Expiry: July/22/2014
F-2009-07-N° 5918788	3317269012-EYG Authorized Signature

Surnames and Names – Name or Company Name
AVICOLA EBENEZER, C.A.

Address:
AV SORTE PARCELA 01 MANZANA 2 LOCAL S/N ZONA INDUSTRIAL CHIVACOA STATE OF YARACUY
ZIP CODE 3202

END OF DOCUMENT

Translator's notes: 1) Each Official Sealed Paper (pages 2, 4 and 6) has a round seal printed at the top with the Coat of Arms of the State of Yaracuy in the center surrounded by: – BOLIVARIAN REPUBLIC OF VENEZUELA – State Government of Yaracuy – Rent of Sealed paper worth 0.02 Legal Revenue Unit – 2) There has been affixed (on all pages) a round ink seal with the Coat of Arms of Venezuela in the center surrounded by: – BOLIVARIAN REPUBLIC OF VENEZUELA – Ministry of the Popular Power for Internal Affairs and Justice - Autonomous Service of Registries and Notaries – Mercantile Registry – Judicial District of the State of Yaracuy – 3) There has been affixed, on page 8, a Tax Stamp worth 0.1 Legal Revenue Unit. 4) There has been affixed (on pages 2, 4 and 6) an ink seal which reads: – Liz R. Pineda G. – Lawyer – Bar Association 147954 – (Signed, illegible signature)

I do hereby **CERTIFY** that to the best of my knowledge the foregoing is a true, exact and complete translation of the attached document, which I have done upon request of the interested party for all legal purposes pertaining thereto. IN WITNESS WHEREOF I have

Page 9/10
22/Sept/2011

REPÚBLICA BOLIVARIANA DE VENEZUELA
JORGE GAITÁN
INTÉRPRETE PÚBLICO
IDIOMA INGLÉS
GACETA OFICIAL N° 38.389
DE FECHA 26-05-2003

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hereunto set my hand and affixed my seal in Barquisimeto, Bolivarian Republic of Venezuela, on this twenty second day of September, two thousand and eleven.

Jorge Alberto Gaitán
Legal Translator

REPÚBLICA BOLIVARIANA DE VENEZUELA
JORGE GAITÁN
INTÉRPRETE PÚBLICO
NAPOLI, ESTADO
GACETA OFICIAL Nº 38.000
DE FECHA 30-01-2003

Page 10/10
22/Sept/2011

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