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J. BRYAN
TALLAHASSEE, FLORIDA

W03-27947
J. BRYAN SEP 30 2003

J. BRYAN SEP 30 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROMOCIONES NESTAL C.A. CORP.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

ANDRES TRIAY JR.

(Name of Person)

ANDRES TRIAY JR. CPA PA

(Firm/Company)

147 ALHAMBRA CIRCLE, SUITE 200

(Address)

CORAL GABLES, FL 33134

(City/State and Zip code)

For further information concerning this matter, please call:

ANDRES TRIAY, JR

(Name of Person)

at (305) 442-4804

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

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DIVISION OF CORPORATIONS

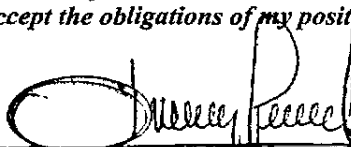
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. PROMOCIONES NESTAL, C.A. CORP.
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 8, 1976 5. Fifty (50) years
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10322 S.W. 141 Street, Miami, FL 33176
(Principal office address)
- 10322 S.W. 141 Street, Miami, FL 33176
(Current mailing address)
8. Real estate investments and management
(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: Enrique Luque
- Office Address: 10322 S.W. 141 Street
- Miami, Florida 33176
(City) (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Enrique Luque

Address: 10322 S.W. 141 Street

Miami, FL 33176

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Enrique Luque

Address: 10322 S.W. 141 Street

Miami, FL 33176

Vice President: _____

Address: _____

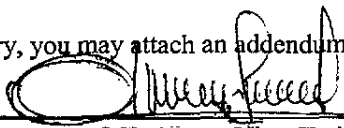
Secretary: Nuri M. Lopez Maza

Address: Avenida Acacias Sur. Edificio Inaltaca, Segundo Piso, Caracas, Venezuela

Treasurer: _____

Address: _____

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. Enrique Luque, President

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

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Ref. Translation No.: 030906

Coat of Arms

Ministry of the Interior and Justice
First Commercial Registry
of the Judicial Territory of the Capital District and State of Miranda

Atty. Oscar R. Barreto Mora, First Commercial Registrar of
the Judicial Territory of the Capital District and State of Miranda

Certifies:

That the entry of the Commercial Registry transcribed as follows, which original is
recorded on Volume: 117-A-Pro... Number: 28 of the year 2003, as well as the
Partnership, Document and Note copied thereafter are true copies of the originals,
accordingly.

This folio is part of:
Promociones Nestal, C.A.

Ink seal: Bolivarian Republic of Venezuela,
Judicial Territory, Capital District and
State of Miranda, First Commercial Registry

(Translator's Note: The above ink seal is stamped three times on this page).

Ad dorsum: Stamp: Commercial Registry, Judicial Territory, Federal District and State of
Miranda. Void

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COMMERCIAL REGISTRAR
TALLAHASSEE, FLORIDA

Ref. Translation No. 030906, p. 2

On top left: /S/ Illegible, Nuri M. Lopez M., Attorney, Bar No. 75,818

On top right: Ink stamp of the First Commercial Registry with illegible signature

8/26/03
No. 020237715
Coat of Arms
Enrique Luque & Associates
Lawyer's Office

Dr. Enrique Luque de Lazaro
Dra. Nuri Lopez Maza

Address of law firm

lm:541111
Aug. 29, 2003
Tel: 7931582

Citizen

First Commercial Registrar of the Judicial Territory of the Federal District and State of
Miranda
Office

75797 (illeg.)

I, Nuri M. Lopez Maza, of legal age, of this domicile, attorney, Venezuelan and holder of Identification Card No. V-11,934,955, acting in my capacity as secretary of the business partnership of this domicile named **PROMOCIONES NESTAL C.A.**, recorded in this registry in your capable charge, dated January 8, 1976, under number 1, volume 8-A, with its incorporation papers and statutes entirely modified through a document recorded in the same Registry on January 24, 1986, under number 6, volume 17-A-First, and merged into one sole document bringing up to date all amendments made thus far, as informed to this Registry on April 4, 2000, under No. 18, Volume 53-A-PRO. (File No. 75797) duly authorized for these proceedings, I appear before you, with all due respect, for the purpose of notifying you what was determined in the Special General Meeting of the party I represent, held on August 15, 2003, which minutes I transcribe as follows:

"MINUTES OF THE SPECIAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY PROMOCIONES NESTAL C.A.:

In the City of Caracas at 3:00 p.m. on August 15, 2003, in the corporate office of same, an assembly consisted of the following: **Dr. Enrique Luque**, Venezuelan, holder of Identification Card. No. V-2,105,275, owner of Thirty-nine thousand eight hundred ninety (39,890) shares; **Elena Sandoval de Luque**, Venezuelan, holder of ID Card No. V-748,132, owner of One hundred six (106) shares; **Nancy Luque de Conte**, Venezuelan, holder of ID Card No. V-5,431,826, owner of two (2) shares, and (also) representing **Mr. Carlos E. Luque**, Venezuelan, holder of ID Card No. 5,536,295, owner of the remaining two (2) shares of the company, as per the power of attorney she presents; also present **Dra. Nuri M. Lopez Maza**, legal adviser to the company, and **Atty. Hugo Castillo Cavalieri**, in his capacity as stockholder representative. All met for the purpose of holding a Special General Meeting to deal

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ON BEHALF OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ref. Translation No. 030906, p. 3

SOLELY with the following: To ratify the existence and full legal effect of the company **PROMOCIONES NESTAL C.A.** With proof that the full amount of shares that constitute the capital stock was present or represented, and therefore omission of publication in the press regarding the meeting was justified, the meeting was called to order. Immediately following, Dra. Nuri M. Lopez Maza was appointed secretary of the meeting. Next, Dr. Enrique Luque informed those assembled that due to negotiations being promoted by the company, it was necessary to ratify the existence and full legal effect of the company Promociones Nestal C.A. on said date; in said respect, he pointed out that, as all shareholders and third parties knew, the company Promociones Nestal C.A. was recorded on the Commercial Registry of the Federal District and State of Miranda in the Bolivarian Republic of Venezuela, on January 8, 1976, under No. 1, volume 8-A and its current duration is fifty (50) years starting on said date, that is, it will be in effect through January 8, 2026, as established in the Fourth clause of the Articles of Incorporation and Statutes of the company, merged into one document as notified to the First Commercial Registry of this Judicial Territory on April 4, 2000, recorded under No. 18, Volume 53-A-PRO; he also noted that in accordance with this same document in its Tenth and Eleventh Clauses, the President of this company has full legal representation of same with full powers, and the appointment of Dr. Enrique Luque for said position was made for five (5) years by this same document dated April 4, 2000 and, therefore, it is in full force until the second half of the month of February of the year 2005. The prior statement was presented for consideration to those present and same was unanimously approved. Following, the secretary of the meeting, previously mentioned, was empowered to certify these proceedings and to notify the Commercial Registry. Once the sole purpose of the meeting had been dealt with and resolved, the meeting was adjourned, with all present signing in agreement. /S/ Enrique Luque, Elena Sandoval de Luque, Nancy Luque de Conte, Hugo Castillo and Nuri M. Lopez Maza. This is a true and correct copy of the original.

I hereby give notice for the purpose of recording, registering and publishing the above, requesting that a certified copy be issued to me.

Caracas, on the date of presentation.

/S/ Illegible

Tax stamp of Venezuela-500 Bolivars

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

Ref. Translation No. 030906, p. 4

Coat of Arms
Ministry of the Interior and Justice
First Commercial Registry
of the Judicial Territory of the Capital District and State of Miranda

Caracas, August twenty-seventh (27) of the year 2003, 193 and 144. The foregoing document was presented by its signer for recording and establishment in the Commercial Registry. Carry out in order and file the original. The foregoing document, drawn by Dr. Nuri M. Lopez M., is recorded in the Commercial Registry under No. 28, volume 117-A-PRO. Duties paid Bs. 40285.00 as per Form RM No. 541111, Bank No. 0200237715 by Bs. 21340.00. Identification was made thus: Lopez Maza, Nuri M., ID Card V-11,934,955.

The First Commercial Registrar
Signed: Atty. Oscar R. Barreto Mora

Caracas, August twenty-seventh (27), of the year two thousand three (2003). /S/ Lopez Maza, Nuri M., Atty. Oscar R. Barreto Mora. This certified copy of publication is issued as per Form. No. 541111.

6/Cor

/S/ Illegible
Atty. Oscar R. Barreto Mora
First Commercial Registrar

This page is part of
Promociones Nestal C.A.
Div/ 6/Cor

Stamp: First Commercial Registry. Tax stamps
in the amount of BS5432 have been paid by
Form F-16 No. 1944948 dated 8/26/2003 as per
Official Gazette No. 36,882 dated 2/1/2000.

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ALLAHASSEE, FLORIDA

(Translator's Note: On left margin of second page, "Authorized (illegible), Official: AL, No. 75797, Signature, 8/25/2003")

Enriqueta M.F. Larrea

Translator-Interpreter
M.D.C.C. Certified
A.T.A. Accredited Member
English/Spanish – Spanish/English
9125 S.W. 65 Street • Miami, FL 33173
Phone (305) 595-2771 • Fax (305) 279-6286
E-mail ealarrea@gate.net

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HALLAMSEE, FLORIDA

Ref. Translation No.: 030906

STATE OF FLORIDA)
SS.)
COUNTY OF DADE)

Before me, a Notary Public in and for the State of Florida at large, personally appears
Enriqueta M.F. Larrea, identified by Florida Drivers License No. L600-213-40-823, a
duly authorized professional translator, who after been duly sworn, deposes and says that
the translation bearing the same reference number is a true and correct translation of the
attached document, to the best of her knowledge and ability.

Enriqueta M.F. Larrea
Accredited Translator
Member of the America Translators Association

SWORN AND SUBSCRIBED BEFORE ME THIS 14th DAY OF THIS
MONTH OF September, A.D. 2003.

Patricia J. Martinez
Notary Public
Patricia J. Martinez
My Commission DD231083
Expires July 10, 2007



MINISTERIO DEL INTERIOR Y JUSTICIA REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. CAPITAL



Abg. OSCAR R. BARRETO MORA, REGISTRADOR MERCANTIL PRIMERO DE

LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA.

C E R T I F I C A



Que el asistente de Registro de Comercio transcrito a continuación, cuyo original

está inscrito en el Tomo: 117-A-Pro... Número: 28 del año 2003

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

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

ESTE FOLIO PERTENECE A:
PROMOCIONES NESTAL, C.A

6/COR

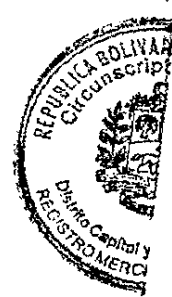


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2



REGISTRO MERCANTIL
CIRCUNSCRIPCION JUDICIAL
D.F. FEDERAL Y EDO. MIRANDA
INUTILIZADO



NURI M. LÓPEZ M.
ABOGADO
INPRE No. 75.818

26/08/03
2023715
ENRIQUE LUQUE & ASOCIADOS

DESPACHO DE ABOGADOS

DR. ENRIQUE LUQUE DE LAZARO
DRA. NURI LOPEZ MAZA

Edificio "INALTACA" - 3er. Piso - Avenida Las Acacias Sur - Urb.
San Antonio, Sabana Grande, Telfs: 793.15.82 - 793.17.95
782.94.57 - Fax: 782.58.87 Cables "CONTPUBLIC"
Apartado de Correos 4936 - Caracas - Venezuela
e-mail: eluqueasociados@cantv.net

29 AGO 2003

Ciudadano

Del: 7931582.

REGISTRADOR MERCANTIL PRIMERO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL

DISTRITO FEDERAL Y ESTADO MIRANDA

Su Despacho:-

75797 Ser: 21.340
Gm: 40.285.

Yo, NURI M. LÓPEZ MAZA, mayor de edad, de este domicilio, abogada, venezolana y titular

de la Cédula de Identidad N° V- 11.934.955, procediendo mi carácter de secretaria de la Sociedad

Mercantil de este domicilio denominada **PROMOCIONES NESTAL C.A.**, inscrita en ese registro a su

ligno cargo en fecha 8 de enero de 1976, bajo el numero 1, tomo 8-A, modificada íntegramente su

Documento Constitutivo y Estatutos mediante documento inscrito en el mismo Registro el 24 de

enero de 1986, bajo el numero 6, tomo 17-A-Primero; y fundido en un solo documento actualizando

todas las reformas habidas hasta la presente fecha, según participación hecha a ese Registro en

fecha 4 de abril del año 2000, bajo el N° 18, Tomo 53-A-PRO. (Expediente número 75797).

suficientemente autorizada para este acto, ante Ud., con el debido respeto ocurro a Ud. de

participarle lo resuelto en la Asamblea General Extraordinaria de mi representada celebrada el día 15

de agosto del año 2003, cuya acta transcribo a continuación: " **ACTA DE LA ASAMBLEA GENERAL**

EXTRAORDINARIA DE ACCIONISTAS DE LA COMPAÑIA PROMOCIONES NESTAL C.A. En

la ciudad de Caracas siendo las 3:00 p.m. del día 15 de agosto de 2003, en la sede social de la

misma se reunieron las siguientes personas: **Dr. ENRIQUE LUQUE**, venezolano, titular de la Cédula

de Identidad N° V-2.105.275, propietario de **TREINTA Y NUEVE MIL OCHOCIENTOS**

NOVENTA (39.890) acciones; **ELENA SANDOVAL DE LUQUE**, venezolana, titular de la Cédula de

Identidad N° V- 3.748.132, propietaria de **CIENTO SEIS** (106) acciones; **NANCY LUQUE DE**

CONTE, venezolana, titular de la Cédula de Identidad N° V- 5.431.826, propietaria de **DOS** (2)

acciones y en representación del **SR. CARLOS E. LUQUE**, venezolano, titular de la Cédula de

Identidad N° V-5.536.295, propietario de las **DOS** (2) acciones restantes de la compañía, según

carta poder que presenta, igualmente comparecieron la **DRA. NURI M. LÓPEZ MAZA**, Consultora

Jurídica de la compañía y el **LIC. HUGO CASTILLO CAVALIERI**, en su condición de comisario de

la misma. Todos con el objeto de celebrar una Asamblea General Extraordinaria para tratar sobre el

siguiente punto **UNICO**: Ratificar la existencia y plena vigencia de la compañía **PROMOCIONES**

NESTAL C.A. - Una vez comprobado que se encontraban presentes o representadas en la Asamblea

la totalidad de las acciones que constituyen el capital social de la compañía y estando por lo tanto

TRASLADO

justificada la omisión de la publicación de la convocatoria por la prensa, se declaro abierto el acto.

Seguidamente se nombró a la **DRA. NURI M. LÓPEZ MAZA** como secretaria de la Asamblea. A continuación el Presidente de la compañía, **DR. ENRIQUE LUQUE**, tomo la palabra para informar a los asambleístas que debido a negociaciones que adelanta la empresa era necesario ratificar la existencia jurídica y plena vigencia para la presente fecha de la compañía **PROMOCIONES NESTAL C.A.**; en tal sentido señaló que, tal como estaban informados todos los accionistas y las terceras personas, la compañía **PROMOCIONES NESTAL C.A** fue inscrita en el Registro Mercantil de la Circunscripción Judicial del Distrito Federal y Estado Miranda de la República Bolivariana de Venezuela, en fecha 8 de enero de 1976, bajo el numero 1, tomo 8-A y su duración actual es de **CINCUENTA (50)** años contados a partir de esa fecha, es decir, que estará vigente hasta el 8 de enero del año 2026, tal como se establece en la cláusula **CUARTA** del Documento Constitutivo de los Estatutos de la compañía, refundido en un solo instrumento según participación hecha al Registro Mercantil Primero de esta Circunscripción Judicial en fecha 4 de abril del 2000, anotada bajo el N° 18, Tomo: 53-A-Pro.; igualmente señaló que conforme a ese mismo documento en sus cláusulas **DÉCIMA y DÉCIMA PRIMERA**, el Presidente de esta compañía tiene la total representación legal de ésta con plenas facultades, y el nombramiento como Presidente del **DR. ENRIQUE LUQUE** para tal cargo fue hecho por cinco (5) años a través de ese mismo instrumento con fecha 4 de abril del 2000 y en consecuencia está vigente hasta la segunda quincena del mes de febrero del año 2005. Puesta a consideración de los presentes la anterior manifestación, la misma fue aprobada por unanimidad. A continuación se facultó a la secretaria de la Asamblea **DRA. NURI M. LÓPEZ MAZA**, antes identificada, para que certifique la presente acta y haga la correspondiente participación al Registro Mercantil. Una vez comprobado que había sido tratado y resuelto el único punto objeto de la reunión, se declaró concluida la misma, firmando todos los presentes en prueba de conformidad.

(FDO) **ENRIQUE LUQUE; ELENA SANDOVAL DE LUQUE; NANCY LUQUE DE CONTE; HUGO CASTILLO Y NURI M. LÓPEZ MAZA** Es copia fiel y exacta de su original.

Hago la presente participación a los fines de su inscripción, registro y publicación, solicitando se sirva expedirme copia certificada de la misma.

Caracas, a la fecha de su presentación.

REPÚBLICA BOLIVARIANA
DE VENEZUELA

SENIA

F-02 04096831

Nombre del solicitante.

Numero de identificación

Fecha

Concepto.

500
Quinientos Bolívares





MINISTERIO DEL INTERIOR Y JUSTICIA REGISTRO MERCANTIL PRIMERO

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



Caracas, Veintisiete (27) de Agosto del Año 2003
(193 y 144). Por presentado el anterior documento por su FIRMANTE, para su inscripción en el Registro Mercantil y fijación. Hágase de conformidad, y ARCHIVASE original. El anterior documento redactado por Dr. NURI M. LOPEZ M, se inscribe en el Registro de Comercio bajo el N.: -28- TOMO -117-A- PRO.. Derechos Pagados Bs.40285.00 Según Planilla RM N°541111, Banco N°0200237715 Por Bs.:21340.00. La identificación se efectuó así: LOPEZ MAZA NURI M, C.I.: J-11.934.955

El Registrador Mercantil Primero

Fdo. Abg. OSCAR R. BARRETO MORA

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2003 SEP 22 AM 10:23
ALLAHASSE, FLORIDA



CARACAS, Veintisiete (27) DE Agosto DEL AÑO DOS MIL
Tres (2003) (FDOS.) LOPEZ MAZA NURI M, Abg. OSCAR R. BARRETO MORA SE
EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGUN PLANILLA N°:
41111

6/COR



Abg. OSCAR R. BARRETO MORA

REGISTRADOR MERCANTIL PRIMERO

ESTA PAGINA PERMITE
PROMOCIONES NEUTAL,
DIV/ 6/COR

Registro Mercantil Primero
Los Timbres Fiscales por el monto de 25.5432 han sido cancelados mediante planilla F-16 N° 1944948 en fecha 26/8/2003, según Gaceta Oficial N° 36.882, de fecha: 1-2-2000.