

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: CONSULTORES ANDINOS Regionales C.A.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

500003251055--9
-05/12/00--01105--006
*****87.50 *****87.50

PEDRO J. BAPTISTA
(Name of Person)

INTERNATIONAL CREDIT SERVICES
(Firm/Company)

444 BRICKELL AV. P. 14
(Address)

MIAMI FL 33131
(City/State/Zip)

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

PEDRO J. BAPTISTA at (305) 495 3023
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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

mtu
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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

Yo, Saday Felibert Gutiérrez, Cédula de identidad No. 7.683.215, quien suscribe, Intérprete Público de la República de Venezuela en el Idioma Inglés, según título otorgado en fecha 27 de noviembre de 1998 por el Ministerio de Justicia y publicado en la Gaceta Oficial No. 36.657 de fecha 09 de marzo de 1999, el cual fue registrado en la Oficina Principal de Registro Público del Distrito Federal, bajo el No. 59, al folio 59, tomo seis, e inscrito en el Juzgado Primero de Primera Instancia en lo Civil de la Circunscripción Judicial del Area Metropolitana de Caracas, el día 4 de febrero de 1999, certifico que el documento anexo me ha sido presentado para su traducción y vertido al idioma inglés dice textualmente así: —

“ **Ministry of Internal Affairs and Justice—Fourth Mercantile Registry Office** of the Judicial Circuit for the Federal District and State of Miranda—

YOLANDA TORI DE GRANADILLO, Fourth Mercantile Registrar of the Judicial Circuit for the Federal District and State of Miranda, the undersigned, does hereby CERTIFY that I have compared the photostat constituted by EIGHT pages hereinafter transcribed and which are a true and correct copy OF THE DOCUMENT:—

No. 38, volume: 112-A Second, DATED: Dec. 12, 1990.

CORRESPONDING TO THE COMPANY CONSULTORES ANDINOS REGIONALES CARCA. C.A.—

Which have been added to the File No 22510 on the date hereinbefore mentioned- CERTIFY also by analog application of Article 120 of the Public Registration Law, that this photostat has been made in this Office by: CAROLINA LEDEZMA, Identity Card No. 10186821, a capable person, authorized by me to make so and who also executes this certification together with me in each of its pages. —”

[Translator's Note: In the first page, top, there is a coat of arms of the Republic Venezuela. There are three wet round seals of the Fourth Mercantile Registry

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TALLAHASSEE, FLORIDA

Office of the Judicial Circuit for the Federal District and State of Miranda. The document continues as follows]

"To the Mercantile Registrar for the First Judicial Circuit of the Federal District and State of Miranda--- Your Office----- I, **LOLA ALFONZO H.**, of legal age, of this domicile, Venezuelan, Identity Card No. 3180476, acting in these proceedings as representative of the Company **CONSULTORES ANDINOS REGIONALES, C.A. CARCA**, duly authorized for this purpose by the Incorporation Agreement of this company, appear before you to present and request: I present the Incorporation agreement and Bylaws of the Company **CONSULTORES ANDINOS REGIONALES CARCA C.A.**, for the purposes of its entry in the company file. I am accompanying the documents appearing on the referred Incorporation Agreement. Once the legal requisites are complied, I request that three certified copies of the respective commercial entry be issued for the corresponding publication formalities.-----

In Caracas, December 7, 1990 ---

Signed (illegible) **LOLA ALFONZO H.** -----

[Translator's Note: On the top of the page there are several manuscript figures and words, there is a date, Dec 17, 90, stamped There is a rectangular stamp dated Dec.12, 1990 and numbered 108698B. The rest of the text in the stamp is illegible. On the left margin, there is a stamp of Attorney at Law Lesbia Acosta Ramos, which reads: "Attorney At Law Lesbia Acosta Ramos---Lawyer's Social Security Registration Number 910- [dated]Jun. 23, 1967". There is also a rectangular seal which reads: "Approved (signed) (illegible) Date: Dec. 12, 1990". By this stamp, there are manuscript figures and letters. On the bottom of the page to the right side, there is a five Bolivar-fiscal stamp dated Dec.19, 1990 and a stamped number: 322134]

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CLAIMS SECTION

"MERCANTILE REGISTRY FOR THE JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA-----"

Caracas, nineteenth (19) of December, nineteen hundred and ninety. [Historical Years] 180 and 131. The foregoing communication having been presented; the legal requirements having been fulfilled, let this communication be registered with the Mercantile Registry, together with the document presented; let the respective entry be posted and published; let the company file be constituted and the original be filed together with an exemplar of the Bylaws and of the other accompanying documents presented. Let a copy of the publication be issued. The foregoing document, which was drawn up by attorney at law Lesbia Acosta Ramos, is entered with the Commercial Registry under Number: 38, Book: 112-A-Second. Fees paid Bs. Rm-785, bco-335, as per form Rm-8903 Bco-108698. The identification was performed as follows: Lola Alfonzo H., identification number: 3180476. Clearance Nos. 1262957; 1275785;-----THE SECOND MERCANTILE REGISTRAR----- (signed) Yolanda Tori de Granadillo.----- YTG/GarciaM. [Translator's Note: At the bottom of the page, there is a round wet seal that reads: "Republic of Venezuela---Judicial Circuit for the Federal District and State of Miranda---Second Mercantile Registry Office".]-----

"INCORPORATION AGREEMENT AND BYLAWS OF THE COMPANY CONSULTORES ANDINOS REGIONALES CARCA C.A. -----"

We, **ADMINISTRACION PRIVADA DE BIENES APRIBI C.A.**, a company of this domicile, registered with the Mercantile Registry of the Judicial Circuit for the Federal district and State of Miranda, on June 12, 1989, under no. 66, book 81 A Second, duly represented in this proceeding by its president, Nicolas Ramos Oropeza, Venezuelan, of legal age, of this domicile, Identity Card Number V-2963669, and **LOLA ALFONZO H.**, Venezuelan, of legal age, of this domicile,

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Identity Card No. 3180476, do hereby declare that on this date, we have organized a company, which will be governed by this Incorporation Agreement, which was drawn up as Incorporation Agreement and Bylaws of said company and which reads as follows: -

CHAPTER I

NAME, DOMICILE AND TERM OF THE COMPANY

ONE: The name of the Company is "**CONSULTORES ANDINOS REGIONALES CARCA C.A.**" and its domicile is the city of Caracas. However, it may establish branches, agencies or otherwise appoint representatives in other places in Venezuelan territory, pursuant to the interests of the Company, when the Board of Directors deems it convenient ———

TWO: The term of duration of the Company will be fifty (50) years from the date of its registration with the Commercial Registry. However, the General Shareholders' Meeting may extend said term or dissolve the company before its expiration, once the legal formalities have been covered.

CHAPTER II

OBJECT

THIRD: The main object of the company is to render management consultancy, financial and economic services, as well as to perform financial and commercial intermediation activities of financial assets, as well as for movable and non-movable property; and the performance of any act of legitimate business. ———

CHAPTER III

CAPITAL STOCK AND SHARES

FOUR: The capital stock of the Company is one hundred thousand Bolivars (Bs. 100,000.00) divided into hundred (100) registered shares, non-convertible to the bearer, with a registered value of one thousand Bolivars (Bs. 1,000.00) each.

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FIVE: The above described capital stock has been completely subscribed and paid-in by each of the shareholders, as evidenced by the payment of the receipt to **SEDEPEICA** for the purchase of the movable goods which are detailed in same and which is attached hereto, as follows: **ADMINISTRACION PRIVADA DE BIENES APRIPI C.A.** has subscribed **THE AMOUNT OF FIFTY SHARES**, with a registered value of **FIFTY THOUSAND BOLIVARS (Bs. 50,000.00)**, from which the amount of **TEN THOUSAND BOLIVARS (Bs. 10,000.00)** has been paid-in; **LOLA ALFONZO H.** has subscribed **THE AMOUNT OF FIFTY SHARES**, with a registered value of **FIFTY THOUSAND BOLIVARS (BS. 50,000.00)**, from which the cash amount of **TEN THOUSAND BOLIVARS (Bs. 10,000.00)** has been paid-in. The remaining capital stock will be entered into the company fund, according to the performance of the Company, whenever the General Shareholders' Meeting so decides.

SIX: The shares will have the specifications provided for by Article 293 of the Commercial Code and will be signed by the President of the Company. Each share grants equal duties and the right to one vote in the General Shareholders' Meetings. The shares may be issued as share titles and each title will represent a determined number of shares.

CHAPTER IV

SHAREHOLDERS' MEETINGS

SEVEN: The General and Special Shareholders' Meetings are validly constituted to discuss and resolve when a sufficient number of shareholders are present or represented so as to integrate 100% of the capital stock of the company. The decisions will be taken by simple majority of the votes present in the meeting.

EIGHT: The General Shareholders' Meeting will be held annually, within three (3) months following the closing of the respective fiscal year, on the date determined

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ALFONZO H. ALFONZO H.
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by the President. The General Shareholders' Meeting has the following responsibilities: a) to appoint the President, Vice President, directors of the Company and make any and all appointments pursuant to this Incorporation Agreement and Bylaws; b) to appoint the Controller and the acting controller; c) to decide the creation of funds and reserves for guarantees, amortizations and various purposes; d) to discuss, approve, modify or reject the balance sheet, in view of the Report of the Controller; e) to decree dividends, liquid profits and accrued income of the Company; f) in general, to discuss and resolve about any other business presented to its consideration.

NINE: The Special Shareholders' Meeting will be held upon President's Notice or by the request of the shareholders representing twenty per cent (20%) of the capital stock of the Company.

TEN: The General or Special Shareholders' Meetings will be called by notification on the newspapers, at least five (5) days in advance of the date of the meeting. The call of the meeting will state the place, date, time and purpose of the meeting.

ELEVEN: The notice of a Meeting may be omitted and a meeting may be declared constituted any time, under the condition that the whole capital stock is represented in said meeting. The meetings so constituted may discuss and decide about any matter.

TWELVE: The presence of $\frac{3}{4}$ of the capital stock will be necessary in a meeting for the following purposes: a) to dissolve the company in advance of the expiration of its term of duration; b) to fuse with another company; c) to sell the company assets; d) to extend the term of duration of the Company; e) to reimburse, reduce or increase the capital stock; f) to change the company object; g) to modify this Incorporation Agreement and Bylaws; h) Change of company name; i) to grant securities.

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THIRTEEN: The Shareholders' Meeting will be presided by the President of the Company, or by the person acting as such President. In the event of absence, the General Shareholders' Meeting will appoint a person to preside said meeting and a person to serve as a secretary of the meeting. The secretary may be a shareholder.

FOURTEEN: The Shareholders may be represented by representatives by means of a proxy or by other genuine means.

FIFTEEN: A minute of every Shareholders' Meeting will be written and it will be signed by the all the presents. The minute will contain the names of the presents, the assets represented and the decisions adopted. These Minutes will be written on the Company Book, which will be duly stamped.

CHAPTER V

ADMINISTRATION

SIXTEEN: The Company will be administrated and legally represented by a Board of Directors formed by at least two directors appointed by the General Shareholders' Meeting.

SEVENTEEN: The General Shareholders' Meeting may assign titles and special functions to the Directors when appointing said Directors, without prejudice to the Shareholders' Meeting or the Board of Directors designating officers or executives, pursuant to this Incorporation Agreement and Bylaws.

EIGHTEEN: The Directors will hold office for one year and they may be reelected or in any event, they will continue to hold post until being replaced. The General Shareholders' Meeting has the power to remove and substitute the Directors at any time.

NINETEEN: The Members of the Board of Directors may be shareholders. However, for the members of said Board to hold office, they will deposit two (2)

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hares in the company fund, for the purposes provided for by Article 244 of the Commercial Code.

TWENTY: The full representation of the Company is conferred to the Board of Directors and, according to this document, such powers may be delegated by the Board of Directors itself, to the Directors or Executives in charge of the direct administration of the Company Business.

TWENTY-ONE: The Board of Directors will hold meetings periodically, in the place, date and time determined in the call made by one of the Principals, or by default, by one of the acting directors. The presence of two (2) Principals or acting directors will be required to constitute the Board, and the decisions will be taken with the support of the favorable vote of at least two (2) of the Directors present.

SOLE PARAGRAPH: A minute of the Meetings of the Board of Directors will be written in the Book of the Board of Directors when it meets. In the event that the meetings are held outside of the company premises, the minute of the respective session will be written later in the above mentioned Book and it will be certified with the signature of one of the Directors of the Company.

TWENTY-TWO: The Board of Directors has the most ample powers for the administration of the company, such as: to represent the company in any and all matters; to grant proxies for the adequate legal representation of the company judicially an extra-judicially; to delegate powers; to execute the operations corresponding to the company fiscal year; to determine the expenses, salaries of Managers and employees of the Company; to confer mandates; to decide about the occurrence of any act or execution of any contract in which the company is involved; to request and execute loans; to grant credits and securities, if necessary; to issue, accept and endorse letters of exchange, checks, promissory notes and other commercial instruments; to mobilize bank accounts by means of

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checks or payment orders; and in general, to exercise the necessary powers to ensure the company good standing and the performance of the operations referred to in the object of the company. Paragraph One: The General Shareholders' Meetings and/or the Board of Directors may delegate any or all of the powers above mentioned to one of several of the Principal Directors for the adequate representation and administration of the Company. Paragraph two: The legal representation of the company to act as a plaintiff will be exercised by the President.

CHAPTER VI

DISTRIBUTION OF PROFITS

TWENTY-THREE: The Company fiscal year will close on December 31 each year. An inventory will be performed and balance sheets will be presented, pursuant to Article 304 and forward of the Commercial Code in force.

TWENTY-FOUR: The following reserves will be allocated in each fiscal year: a) five per cent (5%) of the profit for the formation of the legal reserve fund, until reaching a ten per cent (10%) of the capital stock; b) special reserves for guarantees and various purposes as deemed proper. Once the profits have been calculated, the general and specific expenses have been deducted and the various reserves have been made, the favorable balance can be distributed completely or partially among the shareholders, proportionally to their number of shares, and pursuant to the decisions of the Shareholders' Meeting when announcing the respective dividend.

CHAPTER VII

THE CONTROLLER

TWENTY-FIVE: The General Shareholders' Meeting will appoint the Controller and the person who will substitute the Controller in case of absolute or temporal

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absences of this officer. The Controller will hold office for a year; he can be reelected and in any event, he will hold office until being replaced.

TWENTY-SIX: The Controller has unlimited power to inspect and supervise the operations of the Company. Therefore, he may examine the Accounting Books and Company Books, the correspondence and any and all company documents, according to the provisions of the Commercial Code.

CHAPTER VIII

GENERAL AND COMPLEMENTARY PROVISIONS

TWENTY-SEVEN: In the event that the company is dissolved, the General Shareholders' Meeting will appoint by majority of votes, one or several receivers who will have the powers determined by the General Shareholders' Meeting itself, or by the Commercial Code.

TWENTY-EIGHT: The aspects not regulated by this document will be governed by the provisions of the Commercial Code.

CHAPTER IX

TRANSITORY PROVISIONS

1.- The first fiscal year of the company will be closed on December 31, 1990. On this date, an inventory will be performed and a balance sheet will be prepared and presented. During the first period, i.e., until the first Shareholders' Meeting is held, the President, Vice President, Director and Controller designated will hold office as follows: President PEDRO JOSE BAPTISTA PRIEGUES, Venezuelan, of legal age, holder of Identity Card No. 3810229, Vice President NICOLAS RAMOS OROPEZA above identified; Controller LUIS ACEVEDO GONZALEZ, economist, registered with the Economists Association of Caracas, under No. 1061.

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TALLAHASSEE, FLORIDA

2.- Pursuant to Article 17 of the document, the president is delegated all the powers conferred to the Board of Directors. According to Article 22, LOLA ALFONZO H. holder of Identity Card No. 3180476, was duly authorized to perform the corresponding formalities of registration and publication of the company incorporated according to the previous stipulations. _____

(Signed) LOLA ALFONZO H. _____(Signed) NICOLAS RAMOS OROPEZA"

[Translator's Note: On the initial page of the Incorporation Agreement and Bylaws, there are several manuscript figures and words and there is also a stamp which reads: " Approval (signed) [dated] Dec. 12, 1990"]

"The undersigned does hereby certify that the foregoing photostats, constituted by eight pages, are a true and correct copy of the pages inserted in the file No. 22510 of: CONSULTORES ANDINOS REGIONALES CARCA, C.A. which are issued in Caracas on: NOVEMBER 30, 1999, according to form RM No. 62979.

(signed) The Fourth Mercantile Registrar--Attorney At Law YOLANDA TORI DE GRANADILLO."

[Translator's Note: By the signature of the above officer, there is a round wet stamp of the Fourth Mercantile Registry Office for the Judicial Circuit of the Federal District and State of Miranda. There are also Fiscal Stamps in value of Bs. 1,635.00, voided by a stamp of the Fourth Mercantile Registry Office for the Judicial Circuit of the Federal District and State of Miranda, dated Nov. 30, 1999 and the signature of Lesbia Acosta.]

"TO THE FOURTH MERCANTILE REGISTRAR ---OF THE JUDICIAL CIRCUIT
FOR THE FEDERAL DISTRICT AND STATE OF MIRANDA-----YOUR OFFICE

Incorporated Public
Spanish - English

I, Lesbia Acosta de Guilarte, of legal age, holder of Identity Card No. 2964553, respectfully occur before you to request the certified copy(ies) of the following document(s): Incorporation Agreement of the company Consultores Andinos Regionales CARCA, C.A. and its respective registration note, belonging to the Company Consultores Regionales Andinos ("CARCA, C.A"), registered with your office under No. 38, volume 112-A second, on December 19, 1990, contained in the file No. 22510.-----

Do justice in this city of Caracas on November 17, 1999.

Sincerely,-----

(Signed) Lesbia Acosta de Guilarte-----"

[Translator's Note: On the top of the page there is a rectangular wet stamp which reads: "Conformity of File: 22510 Mercantile Registry Office Signature (signed) (illegible)", which is dated Nov. 11, 99". There are several manuscript letters and figures]

REPUBLIC OF VENEZUELA— 4TH MERCANTILE REGISTRY OFFICE FOR THE
JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA—
CARACAS, November 30, 1999. [Historical Years 189 and 140].-----

The foregoing request having been presented, it is agreed as follows. Let this communication be entered to the corresponding file, let the corresponding certified copy requested with insertion of the request and this proceeding and let it be returned to the petitioner. Let a copy be issued to the purposes set forth in the Art.

226 of the Commercial Code. The Fourth Mercantile Registry (signed) (illegible)

[Translator's Note: There are three Bs. 1000- fiscal stamps voided by a stamp of the Main Registry Office of the Federal District]

MAIN PUBLIC REGISTRY OFFICE OF THE FEDERAL DISTRICT.-----

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TALLAHASSEE FLORIDA

Pursuant to the provisions of the Public Registration Law, the signature of Yolanda Tori de Granadillo is hereby legalized, who by the time of the act that she subscribes, was Fourth Mercantile Registrar for the Judicial Circuit of the Federal District and State of Miranda. ----

This legalization does not prejudice about any extreme regarding form or content.

Registration fees Bs. 4,800----

Fiscal Stamps: Bs. 4,032----

Total: Bs. 8.832----

In Caracas, December 1, 1999. ----

(Signed) JULIO VENEGAS FILARDO----

Main Registrar of the Federal District"

[Translator's Note: At the bottom of the page, there is one - Bs.1000 fiscal stamp, which is voided with a stamp of the Main Registry Office of the Federal District.]

On the last page of the document, there is a legalization note of the Ministry of the Interior and Justice of the Republic of Venezuela, which reads as follows: No, 000294--The foregoing signature of Julio Venegas Filardo is hereby legalized, in his capacity as Main Registrar of the Federal District. This legalization does not prejudice about any extreme of form or content. Caracas, December 1, 1999. Historical Years 189 and 140. By the Ministry (signed) (illegible)". By the signature, there is a stamp of Valentina Moretti Paez, General Section Director, Registry and Notary Offices (in charge).-----

There is also an apostille, whose text in Spanish reads as follows: "1.- Country: VENEZUELA. This public document 2.- Has been subscribed by Valentina Moretti Paez; 3.- Acting in her capacity as General Section Director; 4.- Bearing the stamp of Registry and Notary Offices. Certified: Ministry of Justice; 5.- In Caracas (day, month, year) 5 Jan, 2000. 7.- By D.S.S-R.C; 8.- No. 000294; 9.- Seal/stamp; 10.-

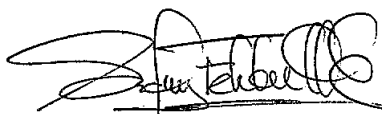
Signature (signed) (illegible)." By this signature, there is a stamp which reads:

"MARY E SILVA PAVAN, Counselor—DIVISION, SPECIAL ISSUES, D.G.S.[Director, General Section] of consular matters. Resolution DGSP N. 075, Official Gazette No. 36450 [date illegible]" -----

On the top of the page there is a manuscript number 1153. On the left margin, there are two oval stamps of the Ministry of Justice of the Republic of Venezuela and a rectangular wet seal which reads " verified by (signed) (illegible)". On the right margin, there are eight Bs.1000-fiscal stamps dated Dec. 14, 1999, bearing an oval stamp of the Ministry of Foreign Matters of the Republic of Venezuela and another stamp which reads: "This service is free of cost".-----

On page 3,7,9,11,13 and 15, there are Bs.5-fiscal stamps. Throughout the document, a round wet seal of the Mercantile Registry office for the Judicial Circuit of the Federal District appears overlapping the pages. The blank pages are voided with a square stamp of the Fourth Mercantile Registry office for the Judicial Circuit of the Federal District and State of Miranda]." -----

Es traducción fiel del original anexo, redactado en idioma español, que hago a solicitud de parte interesada, en fe de lo cual firmo y sello la presente, en Caracas, hoy, 08 de marzo de 2000.



Lic. Saday Felibert G
Intérprete Público
Español - Inglés

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TALAMASES, ORDA



MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL CUARTO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.F. Y EDO. MIRANDA

Dra. YOLANDA TORI DE GRANADILLO,
Registrador Mercantil CUARTO
de la Circunscripción Judicial del D.F. y Edo. Miranda, quien suscribe:

C E R T I F I C A : Que ha confrontado la copia fotostática
de OCHO folios, que a continuación se reproducen, y
que es fiel y exacto.
DEL DOCUMENTO :
Nº 38. DEL TOMO: 112-A SGDO, DE FECHA: 19-12-90.-

CORRESPONDIENTE A LA EMPRESA
CONSULTORES ANDINOS REGIONALES CARCA. C.A.

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TALLAHASSEE, FLORIDA

que se encuentran agregados al Expediente N°
con fecha antes mencionada.

C E R T I F I C A, Igualmente, por aplicación analógica del
Artículo 120 de la Ley de Registro Público, que esta copia
fotostática ha sido hecha en esta oficina por el Ciudadano:
CAROLINA LEDEZMA, Con Cédula de Identidad N°:10.186.821,
persona capaz, autorizado por mí para hacerla y quien, junto
conmigo suscribe la presente certificación y cada una de sus
páginas.



322134

JORNAL DEL DITO. FEDERAL Y LDO. MICHANICA

Diecinueve (19)

de *SEPTIEMBRE*

Noventa

180 y 131

de mi nro

Por presencia la anterior participación. Cumplidos como han sido los requisitos de ley inscribese en el Registro Mercantil junto con el documento presentado; fijese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por Dr: Lesbia Acosta Ramos

, se inscribe en el Registro de Comercio bajo el No. 38 Tomo 112-A Sgdo, Derechos pagados Bs. Rm- 785 Bco-335 según Planilla No. Rm-8903 Bco-108698. La

identificación se efectuó así: Lola Alfonso H. Con C. de I. No

U-3180476

Solv? Nos 1262957; 1275785;

Estado Mercantil Segundo.

Dra. Yolanda Tori de Granadillo

YTG/ Garcia M.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OBJETO

ARTICULO 3 La Compañía tiene por objeto principal la prestación de servicios de asesoría administrativa, financiera, y económica, así como el desarrollo de las actividades de intermediación financiera y comercial, tanto de activos financieros como de bienes muebles e inmuebles, y la realización cualquier acto de lícito comercio e industria.

CAPITULO III

CAPITAL SOCIAL Y ACCIONES

ARTICULO 4.- El capital Social de la Compañía es de CIEN MIL BOLIVARES (100.000,00)., dividido en cien (100) acciones nominativas no convertibles al portador, de un valor nominal de un mil (1.000) BOLIVARES cada una.

ARTICULO 5.- El capital social de la Compañía ha sido íntegramente suscrito y pagado con con la cancelación del recibo pagado a SEDEPEICA por la adquisición de los bienes muebles que en el se detallan y el cual se encuentra anexo al presente documento de la siguiente forma: ADMINISTRACION PRIVADA DE BIENES APRIPI C.A, ha suscrito LA CANTIDAD DE CINCUENTA ACCIONES por un valor nominal de CINCUENTA MIL BOLIVARES (BS. 50.000,00), y pagado en la cantidad de DIEZ MIL BOLIVARES (BS. 10.000,00), LOLA ALFONZO H, ha suscrito LA CANTIDAD DE CINCUENTA ACCIONES por un valor nominal de CINCUENTA MIL BOLIVARES (BS. 50.000,00), y pagado en efectivo la cantidad de DIEZ MIL BOLIVARES (BS. 10.000,00), el resto del capital sera enterado en caja de acuerdo con el desenvolvimiento de la Compañía cuando lo decida la Asamblea de Accionistas.

ARTICULO 6 Las acciones tendrán las indicaciones previstas en el Artículo 293 del Código de Comercio, seran firmadas por el Presidente de la Compañía, confieren a los accionistas iguales

DOCUMENTO CONSTITUTIVO Y ESTATUTOS SOCIALES DE LA COMPAÑIA
ANONIMA CONSULTORES ANDINOS REGIONALES CARCA C.A.

Nosotros. ADMINISTRACION PRIVADA DE BIENES APRIBI C.A., Sociedad
Mercantil de este domicilio, inscrita en el Registro Mercantil de
la Circunscripción Judicial del Distrito Federal y Estado Miran-
da, en fecha 12 de Junio de 1987, bajo el N° 66 Tomo 81 A Sgdo,
representada en este acto por su presidente, Nicolás Ramos Orope-
za, Venezolano, mayor de edad, de este domicilio, identificado
con la cédula de identidad N° 2.963.669, y LOLA ALFONZO H., Vene-
zolana mayor de edad, de este domicilio, identificado con la
cédula de identidad N° V- 3.180.476, por el presente documento
declaramos: Que en esta misma fecha hemos constituido una compa-
ñia Anónima que se regira por las cláusulas que a continuación se
expresan, las cuales han sido redactadas en forma amplia para que
al mismo tiempo, constituyan los estatutos sociales de la Compa-
ñia.

CAPITULO I

NOMBRE DOMICILIO Y DURACION DE LA COMPAÑIA

ARTICULO 1.- La Compañia se denomina CONSULTORES ANDINOS
REGIONALES CARCA C.A., y tiene su domicilio en Caracas pero a
juicio de su Junta Directiva podrá establecer sucursales, agencias
u otros establecimientos o designar representantes en cualquier
parte del Territorio Nacional, cuando lo estime necesario y
conviene para la buena marcha de la Compañia.

ARTICULO 2 La duración de la Compañia sera de cincuenta años a
partir de su inscripción en el Registro de Comercio; la Asamblea
de Accionistas podrá sin embargo, prorrogar este término, o
disolver la Sociedad antes de su vencimiento, previo el cum-
plimiento de las formalidades legales.

CAPITULO II



1 ARTICULO 10 Las Asambleas Ordinarias o Extraordinarias serán
2 convocadas mediante publicación hecha por la prensa, con cinco
3 (5) días de anticipación, por lo menos, al día en que deba
4 reunirse. La convocatoria expresará el lugar, fecha, hora y
5 objeto de la reunión.

6 ARTICULO 11. Podrán omitirse toda fórmula de convocatoria, y
7 declararse constituida la Asamblea en cualquier momento, si en
8 ella se encuentra reunido la totalidad del Capital Social. Las
9 Asambleas así constituidas, podrán conocer de cualquier asunto.

10 ARTICULO 12. Será necesaria la presencia en la Asamblea de un
11 número de socios que representen las tres cuartas (3/4) partes de
12 ese capital para los objetivos siguientes: a) Disolución antici-
13 pada de la Sociedad. b) Fusión con otra sociedad. c) Venta del
14 activo Social. d) Prorroga de la duración de la Compañía. e)
15 Reintegro, reducción o aumento del capital. f) Cambio del objeto
16 de la sociedad. g) Reforma del presente Documento Constitutivo y
17 Estatutos Sociales. h) Cambio de la Razón Social. i) Otorgamien-
18 to de fianzas.

19 ARTICULO 13 La Asamblea será presidida por el Presidente de la
20 Compañía, o por quien haga sus veces, y en caso de ausencia de
21 ellos la Asamblea elegirá quien deba presidirla así mismo, elegi-
22 rá a la persona, accionista o no, que servirá de secretario de
23 la reunión.

24 ARTICULO 14. Los Accionistas podrán hacerse representar por medio
25 de simples cartas poderes o por cualquier otro medio auténtico.

26 ARTICULO 15 De toda sesión de una Asamblea se levanta un Acta
27 que será firmada por todos los concurrentes, expresándose en ella
28 el nombre de éstos, así como haberes que representan y las decis-
29 ciones adoptadas. Estas actas se escribirán en el Libro de Actas
30 de las Asambleas, el cual deberá ser debidamente sellado.

1 derechos y cada una de ellas representa un voto en las Asambleas
2 de la Compañía. Las Acciones podrán emitirse bajo la forma de
3 títulos de acciones en que cada título conforma un número deter-
4 minado de acciones.

5 CAPITULO IV

6 DE LAS ASAMBLEAS

7 ARTICULO 7 Las asambleas ordinarias o extraordinarias se con-
8 sideran validamente constituidas para deliberar y resolver cuando
9 esten presentes o representadas en ellas un número de accionistas
10 suficientes para integrar el 100% del capital social de la Compañía.
11 Las decisiones se tomarán por la mayoría simple de los
12 votos presentes en la Asamblea.

13 ARTICULO 8 La Asamblea Ordinaria se reunirá anualmente, dentro
14 de los tres (3) meses siguientes a la terminación del respectivo
15 ejercicio económico, en la fecha que fije el Presidente, La
16 Asamblea Ordinaria tiene las siguientes atribuciones a) Nombrar
17 al Presidente, Vicepresidente, directores de la Compañía y hacer
18 las designaciones señaladas en el presente Documento Constitutivo
19 Estatutario b) Designar al Comisario y a su Suplente c) Acordar
20 la creación de fondos y apartados para garantía, amortizaciones y
21 diversos fines. d) Discutir aprobar, modificar o rechazar el
22 balance anual de cuentas con vista al informe del Comisario. e)
23 Decretar los dividendos de la Compañía, utilidades líquidas y
24 recaudadas. f) Deliberar y resolver en general a cerca de cual-
25 quier asunto que sea sometido a su consideración.

26
27 ARTICULO 9 La Asamblea Extraordinaria se reunirá previa convoca-
28 toria del Presidente, o a solicitud de un número de accionistas
29 que representen por lo menos, el veinte (20) por ciento del
30 capital social de la Compañía.



la presencia de dos (2) Directores Principales o Suplentes para constituir la junta, y las decisiones se tomaran con el apoyo y voto favorable de dos (2) por lo menos de los Directores presentes.

Parágrafo Unico. De las sesiones de la Junta Directiva se dejará constancia mediante Acta inscrita en El Libro de Juntas Directivas, pero en el caso de que las sesiones se celebren fuera del domicilio de la Compañía bastará que el Acta de la sesión respectiva, sea inscrita posteriormente en el Libro de Juntas Directivas certificándose la transcripción con la firma de uno de los Directores de la Compañía.

ARTICULO 22 La Junta Directiva tiene los mas amplios poderes para la administración de la Compañía, y entre otras facultades las siguientes: Representar a la Compañía judicial o extrajudicialmente, otorgar poderes para su adecuada representación en juicios o fuera de él, y delegar atribuciones; ejecutar las operaciones que correspondan al giro de la Compañía; fijar los gastos generales de la empresa y sueldos de Gerentes y empleados; conferir mandatos, decidir sobre la celebración de todo acto o contrato en que tenga interes la Compañía, solicitar y contratar préstamos, conceder créditos y constituir garantías si fuere el caso; emitir, aceptar y endosar letras de cambio, cheques, pagarés y otros efectos de comercio; movilizar las cuentas bancarias por medio de cheques y órdenes de pago; y en general ejercer todas las atribuciones necesarias para la buena marcha de la Compañía pudiéndose realizar las operaciones a que se refiere el objeto social. Parágrafo Primero Las Asambleas de Accionistas y/o la Junta Directiva, podrán delegar las funciones determinadas anteriormente, o alguna de ellas, en uno o en varios de los Directores Principales, para la adecuada representación y

CAPITULO V

DE LA ADMINISTRACION

ARTICULO 16 La Compañía será administrada y representada legalmente por una Junta Directiva integrada por los directores designados por la Asamblea de Accionistas en un número no menor de

dos .ARTICULO 17. La Asamblea de Accionistas al efectuar los nombramientos podrá asignar títulos y funciones especiales a los Directores, y sin menoscabo de que adicionalmente, la Asamblea de Accionistas o la Junta Directiva, puedan designar oficiales y ejecutivos, según lo previsto en este Documento Constitutivo Estatutario.

ARTICULO 18 Los Directores durarán un año en el ejercicio de sus funciones y podrán ser reelegidos y en todo caso seguirán en sus cargos hasta ser reemplazados. La Asamblea de Accionistas tiene la facultad de remover y sustituir a los Directores en cualquier tiempo.

ARTICULO 19 Los Miembros de la Junta Directiva podrán ser o no accionistas de la Compañía pero para entrar en el ejercicio de sus funciones deberán depositar dos (2) acciones en la caja social a los fines previstos en el Artículo 244 del Código de Comercio.

ARTICULO 20 La plena representación de la Compañía esta conferida a la Junta Directiva y según se establece en este Documento Constitutivo Estatutario, dichas facultades podrán ser delegadas, bien por la propia Junta Directiva, en los Directores y/o Ejecutivos que tuvieren a su cargo la administración directa de los negocios sociales.

ARTICULO 21 La Junta se reunirá periódicamente en el lugar, fecha y hora fijados en la convocatoria que haga uno de los Directores Principales o en su defecto, uno de los suplentes. Se requerirá



1 haciendo uso de las atribuciones señaladas en el Código de Comer-
2 cio.

3
4 CAPITULO VIII
5 DISPOSICIONES GENERALES Y
6 COMPLEMENTARIAS

7 ARTICULO 27 En caso de disolución de la Compañía, La Asamblea
8 General de Accionistas elegirá por mayoría de votos, uno o
9 varios liquidadores, quienes tendrán las atribuciones determina-
10 das por la propia Asamblea o en su defecto por el Código de
11 Comercio.

12 ARTICULO 28 Todo lo no previsto en este Documento Constitutivo
13 Estatutario, se regirá por las disposiciones del Código de Comer-
14 cio.

15 CAPITULO IX
16 DISPOSICIONES TRANSITORIAS

17 1. El primer ejercicio de la Compañía se cerrará el 31 de Diciem-
18 bre de 1990 Fecha en la cual se practicará inventario y se formu-
19 lará y presentará balance. Por el período inicial o sea hasta que
20 se reúna la Asamblea de Accionistas en su primera sesión
21 ordinaria en el año 1992, ejercerán sus cargos el Presidente,
22 Vicepresidente, director y Comisario, que se designan en este
23 documento a saber: Presidente PEDRO JOSE BAPTISTA PRIEGUES, vene-
24 zolano, mayor de edad, portador de la cédula de identidad N°
25 3.810.229, Vicepresidente NICOLAS RAMOS OROPEZA ya identificado,
26 Comisario LUIS ACEVEDO GONZALEZ, Economista colegiado con el
27 N° 1061 del Colegio de Economistas de Caracas.

28 2.- De Conformidad con el Artículo 17 de este Documento Constitu-
29 tivo Estatutario, se delegan en el Presidente todas las atribu-
30 ciones conferidas a la Junta Directiva señaladas en el Artículo
22- Se faculta suficientemente a la LOLA ALFONZO H, titular de

1 administración de la Compañía. Parágrafo Segundo. La representa-
2 ción judicial de la Compañía, para actuar como demandante, será
3 ejercida por el Presidente.

4 CAPITULO VI

5 REPARTO DE UTILIDADES

6 ARTICULO 23 El día 31 de Diciembre de cada año, se cerrará el
7 ejercicio comercial de la Compañía, se practicará inventario y se
8 formulará y presentaran balances, en todo de acuerdo con los
9 Artículos 304 y siguientes del vigente Código de Comercio.

10 ARTICULO 24 En cada ejercicio se harán los siguientes apartados:

11 a) un cinco (5) por ciento de los beneficios para la formación
12 del fondo de reserva legal, hasta alcanzar diez (10) por ciento
13 del capital social. b) los apartados especiales para reserva.
14 garantía y diversos fines que fueran ordenados. Calculados los
15 ingresos con deducción de los gastos generales y de toda clase, y
16 diversos apartados, el saldo favorable podrá ser distribuido
17 total, o parcialmente entre los accionistas en proporción a sus
18 acciones, y en la forma que lo disponga la Asamblea de Accionis-
19 tas, al decretar el respectivo dividendo.

20 CAPITULO VII

21 DEL COMISARIO

22 ARTICULO 25 La Asamblea General de Accionistas elegirá el
23 Comisario y a la persona que deba suplir las faltas absolutas o
24 temporales de este funcionario. El Comisario durará un año en el
25 ejercicio de sus funciones, puede ser reelegido y en todo caso
26 permanecerá en su cargo hasta ser reemplazado.

27 ARTICULO 26 El Comisario tiene derecho ilimitado de inspeccionar
28 y vigilar sobre las operaciones de la sociedad. Podrá por lo
29 tanto examinar los Libros de Contabilidad y de Acta, la
30 correspondencia y en general todos los documentos de la Compañía,



la cédula de identidad N° 3.180.476 para cumplir con las formalidades del registro y publicación de la Compañía, constituida según las estipulaciones anteriores.

Lola Alfonso H.
LOLA ALFONZO H

N. Ramos Oropeza
NICOLAS RAMOS OROPEZA

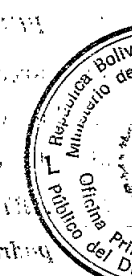
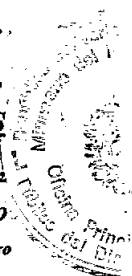


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00 MAY 12 PM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER JUDICIAL
CARRERA 14
BOGOTÁ 2010



1. *asamblea de Accionistas tiene la facultad de remover y sustituir a los directores en*
2. *cualquier tiempo. Se efectuaron los siguientes nombramientos por el periodo*
3. *comprendido entre el 1ero de enero del 2001 y 31 de diciembre del año 2005:*
4. *Presidente, PEDRO JOSE BAPTISTA PRIEGUES, venezolano mayor de edad,*
5. *portador de la cédula de identidad N° V-3.810.229. Vicepresidente NICOLAS RAMOS*
6. *ORPEZA, ya identificado. Comisario Economista ELISEO LANZA GUILLEN*
7. *economista colegiado con el número 1296 del colegio de Economista del Distrito*
8. *Federal, ya identificado con la cédula de identidad N°*
9. *1.192.732.*

10. Se faculta a la *Dra. Lesbia Acosta de Guilarte*, abogado en ejercicio, *Impreabogado N°*
11. *910*, portadora de la *cédula de identidad N° 2.964.553*, para cumplir con las formalidades
12. de registro y publicación de la presente Acta. No habiendo mas que tratar se levanta la
13. sesión y conformen firmantes.

14. *[Signature]*
15. *[Signature]*
16. **NICOLAS RAMOS ORPEZA** **LOLA ALFONZO BERNANDEZ**

[Signature] *[Signature]*
CARACAS, *19* DE *Mayo* DEL AÑO
DOS MIL *2000* (FDOS.) **LESBIA ACOSTA DE GUILARTE**,
Dra. YOLANDA TORI DE GRANADILLO, SE EXPIDE LA PRESENTE COPIA,
CERTIFICADA DE PUBLICACION SEGUN PLANILLA N° 68822
O/GAR **Dra. YOLANDA TORI DE GRANADILLO**
REGISTRADOR MERCANTIL CUARTO

1 ACTA DE LA ASAMBLEA GENERAL DE EXTRAORDINARIA DE
2 ACCIONISTAS DE LA COMPAÑIA ANONIMA CONSULTORES ANDINOS
REGIONALES CARCA C.A. CELEBRADA EL DIA 1 DE MARZO DEL 2000.

En el día primero de Marzo 2, del 2000, siendo el día hora previamente señalado en la
convocatoria, hecha oportunamente para celebrar la Asamblea General Extraordinaria de

Accionistas de CONSULTORES ANDINOS REGIONALES CARCA C.A., se reunieron
en la sede social de la Compañía, los siguientes accionistas: el señor NICOLAS RAMOS

OROPEZA, identificado con la cédula de identidad N° V-2.963.669, en su carácter de
Presidente de ADMINISTRACION PRIVADA DE BIENES APRIBI CA., sociedad

mercantil de este domicilio inscrita en el Registro Mercantil de la Circunscripción
Judicial del Distrito Federal y estado Miranda, en fecha 12 de junio de 1987, bajo el

NUMERO 66, TOMO 81-A Sgdo, suficientemente autorizado por el Documento
Constitutivo de la Compañía, propietaria de ochocientos setenta acciones, por un valor

nominal de BOLÍVARES OCHOCIENTOS SETENTA MIL (Bs. 870.000,00), y la
señora LOLA ALFONZO HERNANDEZ, venezolana, mayor de edad, de este

domicilio, identificada con la cédula de identidad N° V-3.180.476, propietaria de
cincuenta acciones por una valor nominal de BOLIVARES CINCUENTA MIL (Bs.

50.000,00), hecha la verificación correspondiente se comprobó que en la Asamblea
estaban representadas las 930 acciones por una valor nominal de BOLIVARES NUEVE

CIENTOS TREINTA MIL (Bs. 930.000,00), o sea integro el capital social y por
consiguiente se considero la Asamblea plenamente constituida validas su deliberaciones.

Presidiendo el acto el señor NICOLAS RAMOS OROPEZA, dio lectura al orden del día
cuyo contenido es el siguiente: CONSIDERAR Y RESOLVER A CERCA DEL

NOMBRAMIENTO DE LA JUNTA DIRECTIVA Y DEL COMISARIO Y EL
PERIODO EN CUAL EJERCERAN SUS FUNCIONES. Después de discutir el tema

los miembros de la Asamblea acordaron modificar el período de duración del ejercicio de
los directores, elevándolo de un año cinco años, en consecuencia se modifica el artículo

19 del documento constitutivo el cual queda redactado de la siguiente forma:
ARTICULO 18.- Los directores duraran cinco años en el ejercicio de sus funciones y

podrán ser reelegidos y en todo caso seguirán en sus cargos hasta ser reemplazados. La

FILED

22510



MINISTERIO DEL INTERIOR Y JUSTICIA
República de Venezuela

Se legaliza la firma que aparece en el presente documento

OFICINA PRINCIPAL DE REGISTRO PUBLICO DEL DISTRITO FEDERAL

PARA DAR CUMPLIMIENTO AL ART. 126 DE LA LEY DE REGISTRO
PUBLICO SE LEGALIZA LA FIRMA DEL (2) CIUDADANO (S)
Yolanda Tori de Granadillo

QUIEN () PARA LA FECHA DEL ACTO QUE SUSCRIBE (ES)
Registrador Mercantil Cuarto de la Cir-
conscripción Judicial del Distrito Fe-
deral y estado Miranda

LA PRESENTE LEGALIZACION NO PREJUZGA ACERCA DE NINGUN OTRO
EXTREMO DE FONDO NI DE FORMA.

DERECHOS DE REG. Bs. 4800 ()
TIMBRES FISCALES Bs. 4032 ()
TOTAL Bs. 8832 ()
HAB. Bs. ()
CARACAS, Primer (01) DE Diciembre
DE 1999

Julio Venegas Filardo
REGISTRADOR PRINCIPAL DEL
DISTRITO FEDERAL



República de Venezuela
MINISTERIO DEL INTERIOR Y JUSTICIA

000294

Se legaliza la firma que antecede del ciudadano

Julio Venegas Gilardo
quien es como se titula, *Registrador*
Municipal del Otto. Federal

Se advierte que la presente legalización no prejuzga acerca de
ningún otro extremo de fondo ni de forma.

Caracas: 14 de diciembre de 99
Años 1890 y 1900
Por el Ministro,



Valentina Moretti Paz

VALENTINA MORETTI PAZ
Director General Sectoral
de Registros y Notarías (E)

APOSTILLE

Convention de La Haye du 5 Octobre 1961

1 - País: VENEZUELA

El presente documento público

2 - Ha sido suscrito por:

3 - Actuando en su calidad de:

4 - Llevando el sello/timbre de:

Certificado

5 - En Caracas (día, mes, año)

7 - Por *D. S. S. P. E.*

8 - N° *000294*

9 - Sello/timbre

03 ENE 2000

M. E. Silva Pava

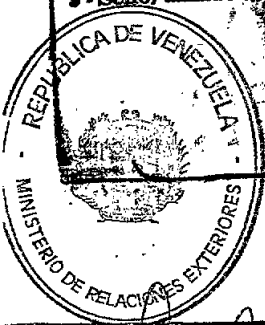
MARY E. SILVA PAVAN

Consejero

DIVISION DE ASUNTOS ESPECIALES
D.G.S. DE RELACIONES CONSULARES

RES. D.G.S.P. No. 075

FACTETA OFICIAL N° 36.450 del 11/01/00



VERIFICADO
POR *[Signature]*

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212497

1000

MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212498

1000

MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212499

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MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

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MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212471

1000

MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212472

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MIL BOLIVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante

Numero de Identificación

Concepto

H-98

8212473

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MIL BOLIVARES

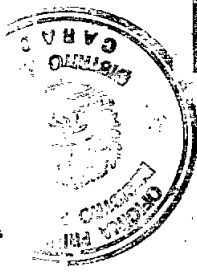
REPUBLICA DE VENEZUELA.— REGISTRO MERCANTIL IV DE
 LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y
 ESTADO MIRANDA, CARACAS, 30-11- de 19 89
 189 y 140

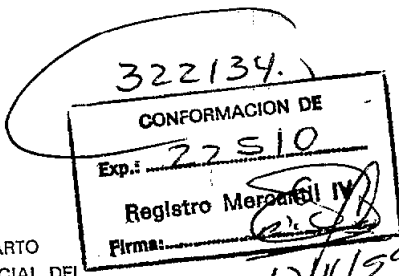
Vista la solicitud que antecede. Se acuerda de conformidad.
 Agréguese a su expediente. Expídase la copia certificada
 solicitada con inserción del pedimento y del presente auto
 Y entéguese al interesado. Librese copia a los fines este
 blados en el Art. 226 del Código de Comercio.

Registrador Mercantil IV



Three identical forms from the Ministerio de Hacienda, República de Venezuela. Each form contains fields for 'Nombre del Solicitante', 'Número de Identificación', 'Concepto', and 'Fecha'. The forms are stamped with 'H-98' and '6852178'.





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2007/1632 F = 08
C = 12

CIUDADANO
REGISTRADOR MERCANTIL CUARTO
DE LA CIRCUNSCRIPCION JUDICIAL DEL
DISTRITO FEDERAL Y ESTADO MIRANDA
SU DESPACHO.-

Yo, Jesus Costa de Buitarte 13432 mayor de edad,

portador(a) de la Cédula de Identidad N° 2964553

Ante Ud. muy respetuosamente ocurro a fin de que me sea concedida(s) la(s) copia(s)

certificada de los siguientes documentos: Acta
Constitución de la empresa Consultores An-
duino Regionales Careca C.A. con su nota
de registro.

pertenecientes a la Empresa: Consultores Andino Regionales (CARCA) C.A.

registrada a su digno cargo, bajo el N° 38 Tomo: 172-13-15 de

de fecha: 19-12-1990 el cual se encuentra

contenido en el expediente N° 22510

O bajo el N° dentro de Tomo:

Es justicia que espero en esta ciudad de Caracas, a los diecisiete
(17) días del mes de noviembre de mil novecientos
noventa y seis

Quedo de Usted, muy respetuosamente,

Jesus Costa de Buitarte

Quien suscribe hace constar que las anteriores reproducciones fotostáticas, constante de 8 folios, son copia fiel y exacta de las que corren insertas al expediente numero 22510 de: CONSULTORES ANDINOS REGIONALES CARCA C.A., las cuales se expiden en Caracas en el día: 30 de NOVIEMBRE de 1999 según planilla RM N°: 62979

El Registrador Mercantil Cuarto
Dra. YOLANDA TORI DE GRANADILLO

REPRODUCCIONES FOTOSTÁTICAS DE VOUCHERS DEL SENIAT

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
SENIAT

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: 307199
Concepto: *CC*
H-98 7180761
1000 MIL BOLÍVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
SENIAT

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: 307199
Concepto: *CC*
H-98 7180761
500 QUINIENTOS BOLÍVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
SENIAT

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: 307199
Concepto: *CC*
H-98 7180761
100 BOLÍVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
SENIAT

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: 307199
Concepto: *CC*
H-98 7180761
10 BOLÍVARES

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
SENIAT

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: 307199
Concepto: *CC*
H-98 7180761
5 BOLÍVARES

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

Yo, Saday Feliberto Gutierrez, Cédula de identidad No. 7.683.215, quien suscribe, Intérprete Público de la República de Venezuela en el Idioma Inglés, según título otorgado en fecha 27 de noviembre de 1998 por el Ministerio de Justicia y publicado en la Gaceta Oficial No. 36.657 de fecha 09 de marzo de 1999, el cual fue registrado en la Oficina Principal de Registro Público del Distrito Federal, bajo el No. 59, al folio 59, tomo seis, e inscrito en el Juzgado Primero de Primera Instancia en lo Civil de la Circunscripción Judicial del Area Metropolitana de Caracas, el día 4 de febrero de 1999, certifico que el documento anexo me ha sido presentado para su traducción y vertido al idioma inglés dice textualmente así: -----

"MINISTRY OF INTERNAL AFFAIRS AND JUSTICE--- FOURTH
MERCANTILE REGISTRY FOR THE JUDICIAL CIRCUIT OF THE
FEDERAL DISTRICT AND STATE OF MIRANDA --- Attorney at Law
Yolanda Tori de Granadillo, Fourth Mercantile Registrar for the Judicial Circuit
of the Federal District and State of Miranda **DOES HEREBY CERTIFY** that
The entry of the Commercial Registry hereinafter inserted, the original of
which is recorded in Number: 61 of Volume: 14 --A Cto.m of year 2000, as
well as the Communication, Note and Document hereinafter transcribed are
true and correct copy of the original, which read as follows:

THIS PAGE BELONGS TO:-----

CONSULTORES ANDINOS REGIONALES CARCA, C.A.-----

O/CAR-----

[Translator's Note: At the top of the page, there is a coat of arms of the Republic of Venezuela. In the first page, there are three wet round seals, which reads: "Bolivar Republic of Venezuela---4th Mercantile Registry -- Judicial Circuit of the Federal District and State of Miranda". The document continues as follows]

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To the Fourth Mercantile Registrar for the Judicial Circuit of the Federal District and State of Miranda--- Your Office -----

I, LESBIA ACOSTA DE GUILARTE, Venezuelan, of legal age, acting attorney at law, Lawyers' Social Security Registration No. 910, Identity Card No. 2964553, acting in this proceeding as legal representative of the Company "CONSULTORES ANDINOS REGIONALES CARCA C.A.", a company of this domicile, registered with the Fourth Mercantile Registry Office of the Judicial Circuit for the Federal District and State of Miranda, on December 19, 1990, under No. 38, volume 112-A Second, duly authorized by the Shareholders' Meeting of this company, held on March 1, 2000, appear respectfully before you, to accompany to this document a true and correct copy of the **MINUTE OF THE SPECIAL SHAREHOLDERS' MEETING OF THE COMPANY CONSULTORES ANDINOS REGIONALES CARCA C.A., HELD ON MARCH 1, 2000**, meeting in which Article 18 of the Incorporation Agreement and Bylaws are modified and the Directors and Comptroller are appointed for the period between January 1, 2000 and December 31, 2005, for the purposes of its attachment to the company file in the Mercantile Registry. Once the legal requisites are complied, I request that two certified copies of the respective entry are issued for the corresponding publication formalities. In Caracas, dated as of its presentation.

(Signed) LESBIA ACOSTA DE GUILARTE -----

[Translator's Note: On the top of the page there are several manuscript figures and words. On the left margin, there is a stamp of Attorney at Law Lesbia Acosta Ramos, which reads: "Attorney At Law Lesbia Acosta Ramos--Lawyer's Social Security Registration Number 910- [dated]Jun. 23, 1967". On the right margin, there are several figures and two illegible signatures. There is a stamped number 22510. On the left margin, on the bottom, there is a rectangular wet seal which reads: "File: 22510---IV Mercantile Registry---Signature (illegible)" followed by a series of numbers. On the bottom, there is

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SECRETARY OF STATE
ALLIANCE FOR AMERICA
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a stamp which reads:" Fourth Registry Office— Pursuant to the provisions of the Fiscal Stamp Law and Resolution No. 331 of the Ministry of Finance published in Official Gazzette No. 36,882, dated Feb. 01, 2000. Pyamnet Bs. 4056 with form 16 No 0234475—dated March 10, 2000." Under this stamp there is another stamp which reads: "Received March 10, 2000— Form No. 68822— Offered: Bank Slip. 990456739— Received on March 15, 2000."

On the left margin there are three round wet stamps of the Fourth Mercantile Registry for the Judicial Circuit of the Federal District and State of Miranda]

MINISTRY OF INTERNAL AFFAIRS AND JUSTICE—FOURTH
MERCANTILE REGISTRY FOR THE JUDICIAL CIRCUIT OF THE FEDERAL
DISTRICT AND STATE OF MIRANDA—

Caracas, tenth (10) of March, year two thousand—[Historical Years] 189 and 140. The foregoing communication having been presented by the UNDERSIGNED for the corresponding entry in the Mercantile Registry, posting and publication. Let the original document be added to the company file with the accompanying documents presented. Let a copy of the publication be issued. The foregoing document, which was drawn up by attorney at law LESBIA ACOSTA RAMOS, is entered with the Commercial Registry under Number: 61, Volume: 14-A-Cto. Fees paid Bs. 30952.00-, form RM No. 68822, Bank Form No. 990456739, on the amount of 31680.00. The identification was performed as follows: LESBIA ACOSTA DE GUILARTE, C.I.V-2964553—THE FOURTH MERCANTILE REGISTRAR— (SIGNED) Attorney at Law YOLANDA TORI DE GRANADILLO. ----
THIS PAGE BELONGS TO: ----
CONSULTORES ANDINOS REGIONALES CARCA, C.A.-----
MOD/ 0/CAR"-----

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SECRETARÍA DE ESTADO
INTERIORES, LONDRA

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**"MINUTE OF THE SPECIAL SHAREHOLDERS' MEETING OF THE
COMPANY "CONSULTORES ANDINOS REGIONALES CARCA, C.A.",
HELD ON MARCH 1, 2000.**

On March 2, 2000, on the date and time previously informed in the notice of the Special Shareholders' Meeting of the Company **CONSULTORES ANDINOS REGIONALES CARCA C.A.**, the following Shareholders met at the company premises: Mr. **NICOLAS RAMOS OROPEZA**, Identity Card Number 2963669, acting as President of **ADMINISTRACION PRIVADA DE BIENES APRIPI C.A.**, a company of this domicile, registered with the Mercantile Registry for the Judicial Circuit of the Federal District and State of Miranda, on **June 12, 1987, under No. 66, volume 81-A Second**, duly authorized by the Incorporation Agreement and Bylaws of the Company, owner of eight hundred and seventy shares, with a registered value of **EIGHT HUNDRED AND SEVENTY THOUSAND BOLIVARS (Bs. 870,000.00)**; and Mrs. **LOLA ALFONSO HERNANDEZ**, Venezuelan, of legal age, of this domicile, **Identity Card Number V-3180476**, owner of fifty shares with a registered value of **FIFTY THOUSAND BOLIVARS (Bs. 50,000.00)**. the corresponding identification having been performed, the presence of the representatives of **930 shares with a registered value of NINE HUNDRED AND THIRTY THOUSAND BOLIVARS** was verified, which is the complete capital stock. Therefore, the Meeting was considered as constituted and the discussions held as valid.

NICOLÁS RAMOS OROPEZA presided the Meeting, and the following agenda was read: **CONSIDER AND RESOLVE ABOUT THE APPOINTMENT OF THE BOARD OF DIRECTORS AND THE COMPTROLLER AND THE PERIOD DURING WHICH THEY WILL HOLD OFFICE.** After discussing the item, the members of the Meeting agreed to modify the term of the office for the Directors to increase it from one year to five years. Consequently, article 19 (SIC) of the Incorporation Agreement and

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STATE OF MICHIGAN
TALMADGE COUNTY CLERK

Bylaws was modified as follows: **ARTICLE 18: The Directors will hold office for five years and they may be reelected or in any event, they will continue to hold post until being replaced. The General Shareholders' Meeting has the power to remove and substitute the Directors at any time. The following appointments were made for the period from January 1, 2000 and December 31, 2005; President, PEDRO JOSE BAPTISTA PRIEGUES, Venezuelan, of legal age, Identity Card No. V-3810229; Vice-President, NICOLAS RAMOS ORPEZA (SIC), above identified; Comptroller, Economist ELISEO LANZA GUILLEN, economist registered with the No. 1296 in the Economists Association of the Federal District and identified with Identity Card No. 1192732.-----**

Attorney at Law LESBIA ACOSTA GUILARTE, acting attorney, Impreabogado [Lawyers' Social Security Institute Registration] No. 910, holder of the **Identity Card No. 2964553** was appointed to perform any and all procedures for registration and publication of this Minute. Since no points remains pending for consideration, the Meeting was adjourned and the following persons signed in agreement. --- (signed) **NICOLAS RAMOS ORPEZA** (sic). (signed) **LOLA ALFONZO**.-----

"CARACAS, TENTH (10TH) OF MARCH, YEAR TWO THOUSAND.
(SIGNED) LESBIA ACOSTA DE GUILARTE. ATTORNEY AT LAW
YOLANDA TORI DE GRANADILLO. THIS CERTIFIED COPY OF
PUBLICATION IS ISSUED AS PER FORM NO. 68822. 0/CAR-----
(SIGNED) ATTORNEY AT LAW YOLANDA TORI DE GRANADILLO
FOURTH MERCANTILE REGISTRAR -----

[Translator's Note: On the anverse of the page, on the top to the left, there is a stamp of Attorney at Law Lesbia Acosta Ramos, which reads: "Attorney At Law Lesbia Acosta Ramos--Lawyer's Social Security Registration Number 910- [dated] Jun. 23, 1967". On the right margin there is a stamped number

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SECRETARY OF STATE
TAMPA, FLORIDA

FILED

22510. On the reverse of the page, by the signature of YOLANDA TORI DE GRANADILLO, there is a wet round seal of the 4th Mercantile Registry for the Judicial Circuit of the Federal District and State of Miranda.]

"MAIN PUBLIC REGISTRY OFFICE OF THE FEDERAL DISTRICT.-----"

Pursuant to Article 126 of the Public Registration Law, the signature of Yolanda Tori de Granadillo is hereby legalized, who by the time of the act that she subscribes, was Fourth Mercantile Registrar for the Judicial Circuit of the Federal District and State of Miranda. -----

This legalization does not prejudice about any extreme regarding form or content.-----

Registration fees Bs. 4,800-----

Fiscal Stamps: Bs. 4,032-----

Total: Bs. 8.832-----

In Caracas, March 10, 2000. ---

(Signed) JULIO VENEGAS FILARDO-----

Main Registrar of the Federal District"

[Translator's Note: At the bottom of the page, there is one - Bs.5000 fiscal stamp, which is voided with a stamp of the Ministry of Internal Affairs and Justice, Main Registry Office of the Federal District in Caracas.

On the last page of the document, there is a legalization note of the Ministry of the Internal Affairs and Justice of the Republic of Venezuela, which reads as follows: "Bolívar Republic of Venezuela--- Ministry of Internal Affairs and Justice---The foregoing signature of Julio Venegas Filardo is hereby legalized, in his capacity as **Main Registrar of the Federal District**. This legalization does not prejudice about any extreme of form or content. Caracas, March 13, 2000. Historical Years 189 and 141. By the Ministry (signed) Valentina Moretti Paez, General Director, Registry and Notary Offices (in charge)". On the top of this legalization, there is a hand-written

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SECRETARY OF THE
INTERNAL AFFAIRS
TALLAHASSEE

number, 1005. On the left margin, there are three overlapping wet round seals of the Ministry of Justice of the Republic of Venezuela. On the bottom of the legalization, there is one Bs.-5000 fiscal stamp No. H-98 2997141, dated March 13, 2000.--

On the reverse of this legalization, there is an apostille, whose text in Spanish reads as follows: "1.- Country: VENEZUELA. This public document 2.- Has been subscribed by Valentina Moretti Paez; 3.- Acting in her capacity as General Section Director; 4.- Bearing the stamp of Registry and Notary Offices. Justice---Certified: 5.- In Caracas (day, month, year) 5 Jan, 2000. 7.- By D.G.R.C; 8.- No. 009905; 9.- Seal/stamp; 10.- Signature (signed) (illegible)." By this signature, there is a stamp, which reads: "HENRY SIERRA HERNANDEZ, Minister Counselor---Director of the National Consular Service Resolution DGSP No.032 dated March 26, 1999"

On the top of the page there is a stamped number 009905. On the left margin, overlapping the apostille, there is one oval stamp of the Ministry of Foreign Affairs of the Republic of Venezuela. On the right side of the apostille there is a rectangular wet seal which reads " Verified by (signed) (illegible)". On the right margin, there is one Bs.5000-fiscal stamp No. H-98 2852147 voided by an oval stamp of the Ministry of Foreign Matters of the Republic of Venezuela. --

Throughout the document, a round wet seal of the Fourth Mercantile Registry office for the Judicial Circuit of the Federal District appears overlapping the pages. The blank pages are voided with a square stamp of the Fourth Mercantile Registry office for the Judicial Circuit of the Federal District and State of Miranda]. " _____

Es traducción fiel del original anexo, redactado en idioma español, que hago a solicitud de parte interesada, en fe de lo cual firmo y sello la presente, en Caracas, hoy, 20 de marzo de 2000.


Lic. Sdday Felibert G
Intérprete Público
Español - Inglés

FILED

00 MAY 2 10:36

SECRETARY OF STATE
TALAMON



MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL CUARTO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.F. Y EDO. MIRANDA

Dra. YOLANDA TORI DE GRANADILLO, REGISTRADOR MERCANTIL CUARTO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.F. Y EDO. MIRANDA



C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original
está inscrito en el Número: 61 del Tomo: 14 - A Cto., del año 2000
así como LA PARTICIPACION, NOTA Y DOCUMENTO que se copian de seguida
son traslado fiel de sus originales, los cuales son del tenor siguiente



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00 MAY 12 PM 10:36
SECRETARY OF STATE
FALLS CHURCH, VIRGINIA



ESTE FOLIO PERTENECE A:
CONSULTORES ANDINOS REGIONALES CARCA, C.A.
O/CAR

- 1 Ciudadano:
- 2 Registrador Mercantil IV de la Circunscripción
- 3 Judicial del Distrito Federal y estado Miranda
- 4 Su Despacho.

Lesbia Acosta Ramos
Dra. Lesbia Acosta Ramos
Impreabogado 910 - 23-6-87

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1A

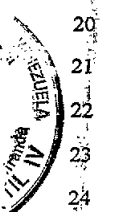
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30962



F. P. ...
[Signature]

FILED



Yo, **LESBIA ACOSTA DE GUILARTE**, mayor de edad, de este domicilio, venezolana, abogado, en ejercicio, Impreabogado N° 910, con cédula de identidad N° V-2.964.553, procediendo en este acto en mi carácter de representante de la Compañía Anónima **CONSULTORES ANDINOS REGIONALES CARCA C.A.**, sociedad Mercantil de este domicilio, inscrita en el Registro Mercantil IV de la Circunscripción Judicial del Distrito Federal y estado Miranda, en fecha 19 de Diciembre de 1990, bajo el Número 38, Tomo 112-A sgdo, debidamente autorizada por la Asamblea Ordinaria de Accionistas, celebrada el día 1ero de Marzo del año 2.000, ante Usted con todo respeto y acatamiento de ley ocurro para acompañar adjunto a la presente copia fiel del **ACTA DE LA ASAMBLEA GENERAL DE EXTRAORDINARIA DE ACCIONISTAS DE LA COMPAÑIA ANONIMA CONSULTORES ANDINOS REGIONALES CARCA C.A. CELEBRADA EL DIA 1 DE MARZO DEL 2000**, en la cual se modifica el Artículo 18 del Documento Constitutivo Estatutario y se nombran los Directores y Comisario por el periodo comprendido entre el 1ero de Enero del año 2.000 y el 31 de Diciembre del año 2.00 5, a objeto de que sea anexada al expediente de mi representada en el Registro Mercantil, y una vez cumplidos los requisitos legales me sean expedidas dos copias certificadas del asiento respectivo para su publicación. Caracas, a la fecha de su presentación.

Lesbia Acosta de Guilarte

Registro Mercantil IV
De acuerdo a lo establecido en la Ley
de Timbre Fiscal y Resolución N° 331
del Ministerio de Finanzas publicado
en Gaceta Oficial N° 38.832 de fecha
01-02-2000.
Censuló Bs. 4056 con
Forma 16 N° 0234445
Fecha 10-3-2000

22510

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Registro Mercantil IV
Firma: *[Signature]*
Exp. 10/03/00

Recibido:	10-03-00
Planilla:	68822
Ofrecido:	020.990456739
Recibido por:	15 MAR. 2000



MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL CUARTO
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.F. Y EDO. MIRANDA



Caracas, *Diez (10) Mayo* del dos mil . (189°
y 140°). presentada la anterior participación por su FIRMANTE, para su
inscripción en el Registro Mercantil, fijación y publicación. Hagase de
conformidad y agreguese su original al expediente de la Compañía junto
con los recuados acompañados. Expídase la copia de publicación. El
anterior documento redactado por el Dr. LESBIA ACOSTA DE GUILARTE... se
inscribe en el Registro de Comercio bajo el No.: -61- TOMO -14 - A Cto.,
Derechos Pagados Bs.30952.00 Según Planilla RM N° 68822, Banco
N°990456739 Por Bs.:31680.00 La identificación se efectuó así: LESBIA
ACOSTA DE GUILARTE, C.I.: *2964553*.

El Registrador Mercantil Cuarto
Fdo. Dra. YOLANDA TORI DE GRANADILLO



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 12 PM 10:36

FILED

ESTA PAGINA PERTENECE A:
CONSULTORES ANDINOS REGIONALES CARCA, C.A.
MOD/ 0/CAR



OFICINA PRINCIPAL DE REGISTRO PUBLICO
DEL DISTRITO FEDERAL

PARA DAR CUMPLIMIENTO AL ART. 126 DE LA LEY DE REGISTRO
PUBLICO SE LEGALIZA LA FIRMA DEL () CIUDADANO ()

Yolanda Tori de Granadillo

QUIEN () PARA LA FECHA DEL ACTO QUE SUSCRIBE ()

*Registrador Mercantil Cuerto de 12
Circunscripción Judicial del Distrito
Federal y Estado Miranda*

00 JAN 12 PM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LA PRESENTE LEGALIZACION NO PREJUZGA ACERCA DE NINGUN OTRO

EXTREMO DE FONDO NI DE FORMA.

DERECHOS DE REG. Bs. *4800* ()

TIMBRES FISCALES Bs. *4032* ()

TOTAL Bs. *8832* ()

HAB. Bs. *12200* ()

CARACAS, *02* DE *Marzo*

DE *2000*

REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante: *Yolanda Tori de Granadillo*
Número de Identificación: *2764972*
Concepto: *Registro* Base Legal: *Art. 126*

H-98 2764972
5000 CINCO MIL BOLÍVARES
SEN

Julio Venegas Filardo
JULIO VENEGAS FILARDO
REGISTRADOR PRINCIPAL DEL
DISTRITO FEDERAL

009905

VERIFICADO
POR

APOSTILLE

Convention de La Haye du 5 Octobre 1961

1 - País: **VENEZUELA**

El presente documento público

2 - Ha sido suscrito por: *Valentín Morrell*

3 - Actuando en su calidad de: *Director General de*

4 - Llevando el sello/timbre de: *RyN Justicia*

Certificado

5 - En Caracas (día, mes, año)

5 MAR 2000

7 - Por: *D. G. P. S. 321.123.456*

8 - N: **009905**

9 - Sello/timbre

10 - Firma

Henry Sierra
HENRY SIERRA
Ministro Consejero
Director del Servicio Consular Nacional
Res. DGSP N° 032 del 26-03-99



REPUBLICA DE VENEZUELA
Ministerio de Hacienda

Nombre del Solicitante	
Numero de Identificación	
Concepto	
Código Legal	

H-98

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REPUBLICA DE VENEZUELA

MINISTERIO DE RELACIONES EXTERIORES



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



MINISTERIO DEL INTERIOR Y JUSTICIA

Se legaliza la firma que antecede del ciudadano:

JULIO VENEGAS FILARDO

quien es como se titula, **Registrador Principal del Distrito Federal**

Se advierte que la presente legalización no prejuzga acerca de
ningún otro extremo de fondo ni de forma.

Caracas, 13 de marzo de 2000
Años 189° y 141°

Por el Ministro,

VALENTINA MORETTI PAEZ
Directora General de
Registros y Notarías (E)



**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. CONSULTORES ANDINOS REGIONALES CARCA C.A.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. VENEZUELA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 19 DECEMBER 1990 5. 2.040
(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. a. PASADUE CENTRAL, TORRE JACARUA, PISO 2 #2A CARACAS VENEZUELA
(Principal office address)
- b. (SAME AS ABOVE)
(Current mailing address)
8. CONSULTING AND BUSINESS BROKERS
(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: PERDIO J. BAPTISTA
- Office Address: 415 4TH TERRACE
DANIA BEACH, Florida 33004
(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.

A. DIRECTORSChairman: NICHOLAS RANOS ORDOZUAAddress: PARQUE CENTRAL TORRE TACADUA PISO 2
2-A CARACAS - VENEZUELAVice Chairman: LOLA ALFONSO HERNANDEZAddress: PARQUE CENTRAL TORRE TACADUA, PISO 2
2-A CARACAS - VENEZUELA

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: PEDRO J. BAPTISTAAddress: 415 4TH TERRACE, DANIA BEACH FL. 33004Vice President: NICOLAS RANOS ORDOZUAAddress: PARQUE CENTRAL TORRE TACADUA PISO 2
2-A CARACAS - VENEZUELA

Secretary: _____

Address: _____

Treasurer: ELISEO LANZA OUILLENAddress: PARQUE CENTRAL TORRE TACADUA PISO 2
2-A CARACAS - VENEZUELA**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. PEDRO J. BAPTISTA PRESIDENT
(Typed or printed name and capacity of person signing application)FILED
09 JUL 12 PM 10:34
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT