

F03 0000001754

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

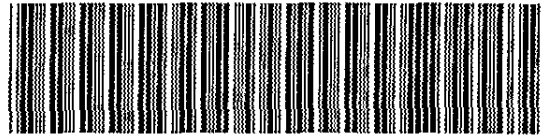
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000015314900

04/08/03--01050--006 **8073.75

F03-1754
CR

FLORIDA TITLE & ESCROW

April 7, 2003

Via Federal Express

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Inversiones, N.H., C.A., Corporation

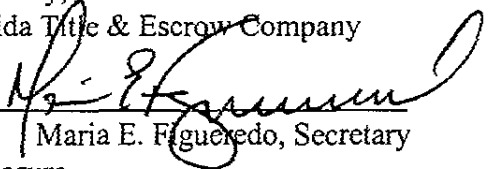
Dear Sir/Madam:

Enclosed herewith please find the following:

1. TRANSMITTAL LETTER
2. APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA.
3. Original Certified Translation of Articles of Incorporation for Inversiones N.H., C.A, a Venezuelan Corporation.
4. Check in the amount of \$8,073.75 which breaks down as follows:
Filing Fee in the amount of \$8,065.00 including penalties from 1996 to the present and annual fee for the year 2003, \$8.75 fee for a Certificate of Good Standing.
5. Self Addressed stamped envelope for the return of the Certificate of Good Standing.

Should you need additional information or if I can be of any assistance, please do not hesitate to contact this office.

Sincerely,
Florida Title & Escrow Company

By: 
Maria E. Figueredo, Secretary

Enclosure

201 Alhambra Circle Ste. 502 Coral Gables, Florida 33134 Phone: 305 442.2558 Fax: 305 442.9882
Broward: Phone: 954 659.2477 Fax: 954 659.2478

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: INVERSIONES N.H., C.A., CORPORATION
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Manuel M. Arvesu, Esquire

(Name of Person)

Manuel M. Arvesu, P.A.

(Firm/Company)

201 Alhambra Circle, Suite 502

(Address)

Coral Gables, Florida 33134

(City/State and Zip Code)

For further information concerning this matter, please call:

Manuel M. Arvesu

(Name of Person)

at (305) 442-2558

(Area Code & Daytime Telephone Number)

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

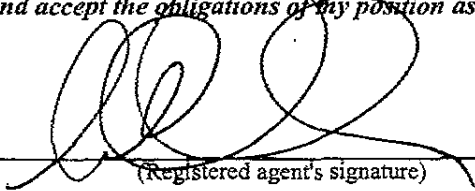
MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. INVERSIONES N.H., C.A., CORPORATION
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. VENEZUELA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/27/75 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1996
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. Esquina La Marron, Edificio General Paez Piso 4, Of. 405, Caracas,
(Principal office address) Venezuela
201 Alhambra Circle, #502, Coral Gables, FL 33134
(Current mailing address)
8. Import and Export
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Manuel M. Arvesu, PA
Office Address: 201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: TULIO ERNESTO NIÑO OSORIO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: TULIO ERNESTO NIÑO OSORIO

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

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. TULIO ERNESTO NIÑO OSORIO, President
(Typed or printed name and capacity of person signing application)

TRANSLATION FROM SPANISH INTO ENGLISH

[First Page]

MERCANTILE REGISTRY
FOR THE JUDICIAL DISTRICT
OF THE FEDERAL DISTRICT AND MIRANDA STATE
INVERSIONES N.H., C.A.



DOCTOR:

ADAN FEBRES CORDERO, HEAD REGISTRAR OF THE MERCANTILE
REGISTRY FOR THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND
MIRANDA STATE, DOES HEREBY CERTIFY:

That the record in the Registry of Commerce that is hereby inserted and which is
registered in Tome 133 A Pro reads as follows:

"Number" 35

THE REGISTRAR OF THE MERCANTILE REGISTRY, who subscribes, DOES
HEREBY CERTIFY: That THE PARTICIPATION, ANNOUNCEMENT AND
DOCUMENT copied as follows are a faithful rendition of their originals, which read as
follows:

Citizen

Registrar of the Mercantile Registry for the Judicial District of the Federal District and
Miranda State.

His Office.

[There appears a handwritten star by the word "Yo," meaning "I," and the following line,
through the word "unanimously," is circled:]

I, TULIO ERNESTO NIÑO OSORIO, a Venezuelan, of legal age, a resident of this
district and bearer of National Identity Card No. 3.555.328, in my capacity as Executive
Chairman of INVERSIONES N.H., C.A., a corporate entity domiciled in this district,
registered in the Mercantile Registry in your charge on the 27th day of August in the year
1975, under No. 10, Tome 94-A, before you I do respectfully appear and state: The
Extraordinary General Assembly of Shareholders of the Company by me represented,
held in this city on the 20th day of July in the year 1983, did unanimously approve the
reform of the By-laws of the Articles of Incorporation, of which one (1) copy is attached,
reflecting the modifications approved by said Assembly. I do respectfully request of the
Office in your charge, to issue certified copy of this participation, of the aforementioned
Articles, and of the court order to be issued, for its publication, once it is duly registered
and recorded.

In the same manner, copy of the Minutes of the corresponding Assembly is attached, so
that it may be duly incorporated into the Company's file.

Done in Caracas on the 14th day of the month of October in the year 1983.

RECORD of MINUTES No. 8

EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS OF
INVERSIONES N.H., C.A.

In the city of Caracas, on the 20th day of the month of July in the year 1983, did meet in
the Company headquarters, the only shareholders PEDRO A. HERNANDEZ and TULIO

E. NIÑO O., with 500 shares each, to address this SOLE issue: The reform of the By-laws of the Articles of Incorporation in reference to the Administration and Management of the Company. The shareholders present representing 100 percent of the Share Capital, the meeting was declared valid.

In Caracas, Thursday, October 27, 1983

[Illegible]

A) To modify the Fifteenth Clause in the following manner:

FIFTEENTH: The Company shall be managed by one (1) administrator to be known as "Executive Chairman," who shall be a shareholder and be elected by the Assembly; he shall serve five (5) years and will continue in his post while he is not replaced; he may be re-elected and he shall have a stand-in who will carry out his duties during temporary or absolute absences.

B) To modify the Sixteenth Clause in the following manner:

SIXTEENTH: The Executive Chairman shall legally represent the Company before third parties and will be authorized to sign in its stead and enter into obligations, having the most ample powers of administration and disposition of all the assets of the Company, and he will especially be authorized to:

- a) Enter into all kinds of contracts;
- b) Acquire, dispose of or encumbrance the real property and goods and chattel of the Company;
- c) Obtain loans, secured or unsecured;
- d) Open and manage checking or credit accounts, secured or unsecured, in banking institutes, and authorize their use by others;
- e) Grant general or special powers and revoke them, with the power to be summoned, convene, relinquish, settle, and submit to lawful arbitrators or arbitration; [There is a blank space followed by the following partial phrase:] --wer to be summoned, convene, relinquish, settle, and commit to lawful arbitrators or arbitration;
- f) Call Ordinary or Extraordinary Assemblies and preside over meetings;
- g) Determine the general expenditures of the Company and supervise the management of its personnel;
- h) Fully represent the Company before the administrative or judicial authorities of the Republic, and before third parties;
- i) Carry out all the other duties indicated in this document or conferred by an Assembly of Shareholders.

The preceding list is simply expository and not limiting.

C) To modify the Seventeenth Clause in the following manner:

SEVENTEENTH: The daily management of the business of the Company, as well as the management of any branch or agency, may be entrusted to a Manager, who may or may not be a shareholder. Said Manager shall be freely designated or removed by the Executive Chairman, and shall exercise those powers he is delegated, and report to the Executive Chairman whenever he is required to do so.

D) To modify the Eighth Clause so that, where it states "the Directors," it shall state "the Executive Chairman."

E) To modify the Ninth Clause in the same sense as the preceding point.

F) To modify the Tenth Clause in the same sense as point D.

G) To modify the Nineteenth Clause in the same sense as point D.



H) To modify the Twenty-first Clause to reflect that shareholder TULIO E. NIÑO O. was designated to carry out the duties of Executive Chairman.

It was also approved by unanimous vote to send the By-laws of the Articles of Incorporation to the Mercantile Registry for their recording, insertion and publication, and authorizing Tulio E. Niño O. as Executive Chairman of the Company to carry out all the formalities related to the legalization of the present instrument and to sign, therefore, all documents and books as necessary.

**ARTICLES OF INCORPORATION -- BY-LAWS OF
INVERSIONES N.H. C.A.**

NAME—PURPOSE—DOMICILE—TERM

FIRST: The Company shall be named "INVERSIONES NIÑO-HERNANDEZ, C.A." and shall be also known, without distinction, as "INVERSIONES N.H., C.A."

SECOND: Its purpose shall be the construction, purchase, sale and other activities related to real property or goods and chattel. It shall also be able to carry out any other legal commercial activity.

THIRD: Its headquarters shall be located in the city of Caracas, and it shall be able to open Branches or Agencies in other locations within the Republic of Venezuela, or Abroad.

FOURTH: The Company's life term shall be twenty (20) years as of its recording in the Mercantile Registry.

CAPITAL—SHARES—FISCAL YEAR

FIFTH: The Company Share Capital is the amount of One Hundred Thousand Bolivars (Bs. 100,000.00) divided in one thousand (1,000) shares of One Hundred Bolivars (Bs. 100.00) each. The shares grant their holders equal rights and obligations, which will not be transferred to the bearer.

SIXTH: In the event of the sale of stock or increase of the Share Capital, the shareholders shall have the right of first option to subscribe for and acquire new shares issued. This right shall be valid for a period of thirty (30) days as of the date when the offer is made in writing, in the event of a sale, or as of the moment in which the increase of Share Capital is agreed upon, in the second case.

SEVENTH: The Share Capital has been totally subscribed for and paid in the following manner:

Shareholder Tulio Ernesto Niño Osorio has subscribed for five hundred (500) shares in the amount of Fifty Thousand Bolivars (Bs. 50,000.00) and has paid Ten Thousand Bolivars in cash for twenty percent (20%) of their nominal value. Shareholder Pedro Antonio Hernández Sucre has subscribed for five hundred (500) shares in the amount of Fifty Thousand Bolivars (Bs. 50,000.00) and has paid Ten Thousand Bolivars in cash for twenty percent (20%) of their nominal value. The balance of the nominal value shall be paid upon being so ordered by the General Assembly of Shareholders.

EIGHTH: The Company's fiscal year shall begin the first of January of every year and shall close the 31st of December of the same year,

LEGAL COMMUNICATION 11*****

[Second Page]

*****with the exception of the first fiscal year, which will close on the
aforementioned date, but shall begin the day the Company is officially registered in the
Mercantile Registry.

At the end of each fiscal year, the Executive Chairman will provide a statement in the
manner stipulated by Article 304 of the Code of Commerce. Every year, from the liquid
profit or surplus, at least five percent (5%) will be reserved for the Reserve Fund as
stipulated by Article 262 of the Code of Commerce, until said Fund holds the equivalent
of twenty percent (20%) of the Share Capital. The liquid profit or surplus shall be
determined by deducting from the general receipts the expenditures, payments,
encumbrances, the aforementioned legal Reserve Fund, and any other reserve funds
approved by the Assembly of Shareholders. The remaining amount shall be distributed
among the shareholders as dividend payment at the close of the fiscal year.

ASSEMBLIES


NINTH: The General Assemblies of Shareholders shall be Ordinary and Extraordinary.
Its agreements and resolutions are binding upon all shareholders, including those not
present, as long as these have been duly constituted. The Ordinary Assembly shall be
held annually, in the second half of the month of February after being publicly convened
with a minimum of five (5) days notice before the date of the scheduled Assembly.
Extraordinary Assemblies shall be held any time they are warranted in the interest of the
Company, as determined by the Executive Chairman or in any other case contemplated
by Law. Assemblies, whether Ordinary or Extraordinary, may be constituted without
prior notice whenever all the shareholders are present.

TENTH: General Assemblies of Shareholders shall have the following powers:

- 1) To designate and remove the executive Chairman;
- 2) To designate and remove the Commissary and his stand-in;
- 3) To determine the remuneration of the Executive Chairman and of the Commissary, if
there should be a need to do so;
- 4) Debate, approve, modify or reject the annual statement rendered by the Executive
Chairman;
- 5) To determine the creation of funds and special reserves for use as security and other
purposes;
- 6) To debate and resolve in definitive fashion any issue submitted for its consideration.

ELEVENTH: Extraordinary Assemblies of Shareholders shall be concerned primarily
with issues detailed in Article 280 of the Code of Commerce, which shall not be
exclusive of the General Assemblies as long as the requirements stipulated by said
Article are met. Extraordinary Assemblies shall be empowered also to debate and resolve
the increases indicated as falling under the jurisdiction of the General Assemblies.

TWELFTH: General Ordinary and Extraordinary Assemblies shall be duly constituted
when the number of shareholders present represent at least fifty percent (50%) of the
Share Capital, except in cases detailed under Article 280 of the Code of Commerce, in
which cases shareholders must be present who represent at least two-thirds (2/3) of the
Company's Share Capital, and the votes in favor represent at least fifty percent (50%) of
the Share Capital. The regulations stipulated by Articles 274, 276 and 281 of the same
Code shall be followed if an insufficient number of shareholders attend the first
Assembly convened. These may be represented in the Assembly by other shareholders or



by third parties via simple letter or power of attorney. [There follows a blank space followed by the partial phrase:] at least, half of the shares represented by it.

FOURTEENTH: Minutes shall be taken at all Assemblies and these shall be inserted in the corresponding Book. The Minutes shall list the names of those in attendance, the number of shares held by each, and the resolutions adopted. The Minutes shall be signed by all attending, and spoiled ballots, if any, shall be noted.

ADMINISTRATION AND MANAGEMENT

FIFTEENTH: The Company shall be managed by one (1) administrator designated "Executive Chairman," who shall be a shareholder; shall be elected by the Assembly; shall serve for five (5) years and continue in his post while he is not replaced; may be re-elected and shall have a stand-in who will carry out his duties during temporary or absolute absences.

SIXTEENTH: The Executive Chairman will legally represent the Company before third parties and will be authorized to sign in its stead and enter into obligations, having the most ample powers of administration and disposition of all the assets of the Company, and he will especially be authorized to:

- a) Enter into all kinds of contracts;
- b) Acquire, dispose of or encumbrance the real property and goods and chattel of the Company;
- c) Obtain loans, secured or unsecured;
- d) Open, close and manage checking or credit accounts, secured or unsecured, in banking institutes, and authorize their use by others;
- e) Grant general or special powers and revoke them, with the power to be summoned, convene, relinquish, settle, and submit to lawful arbitrators or arbitration;
- f) Call Ordinary or Extraordinary Assemblies and preside over meetings;
- g) Determine the general expenditures of the Company and supervise the management of its personnel;
- h) Fully represent the Company before the administrative or judicial authorities of the Republic, and before third parties;
- i) Carry out all the other duties indicated in this document or conferred by an Assembly of Shareholders.

The preceding list is simply expository and not limiting.

SEVENTEENTH:

The daily management of the business of the Company, as well as the management of any branch or agency, may be entrusted to a Manager, who may or may not be a shareholder. Said Manager shall be freely*****

12 LEGAL COMMUNICATION

*****designated or removed by the Executive Chairman, and shall exercise those powers he is delegated, and report to the Executive Chairman whenever he is required to do so.

DISSOLUTION-LIQUIDATION-COMMISSARY-DESIGNATIONS

EIGHTEENTH: The Company may be dissolved by any of the circumstances stipulated by Article 340 of the Code of Commerce.

NINETEENTH: In the event of liquidation, the executive Chairman shall assume the duties of liquidator.

TWENTIETH: The Company shall have a Commissary who may or may not be a shareholder of said Company, shall be designated by an Ordinary General Assembly of Shareholders, shall serve two (2) years, and may be re-elected as many times as necessary. Said Commissary shall carry out the duties stipulated in Articles 287 and 309 of the Code of Commerce.

TWENTY-FIRST: Shareholder TULIO E. NIÑO O. is designated to carry out the duties of Executive Chairman of the Company.

In Caracas, on the twentieth (20) day of October in the year nineteen hundred and eighty-three. Signed: Tulio Ernesto Niño Osorio. Adán Febres Cordero. The present certified copy is issued concordant to form No. 46533.

Signed: ADAN FEBRES CORDERO.

The undersigned, declares under oath that the foregoing is an accurate and true translation from Spanish into English of a COPY of a 2(two) page document and of the whole thereof.

(L.S.) Virginia R. Cueto Date February 10, 2003
Virginia R. Cueto
Professional Translator
Member of the American Translators Association
Number 318476

