F03000003279

ROBERTO PIZZICA
(Requestor's Name)

1409 NEW BRITAIN DR.
(Address)

BRANDON FL. 33511
(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☑ WAIT ☐ MAIL

P.C. FACTORY, LLC.
(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

000021126880

07/02/03--01014--010 **62.50

07/02/03--01014--011 **25.00

W 7/2

03 JUL -2 AM 9:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10:06

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. P. C. FACTORY INC.
(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. ~~Florida~~ VENEZUELA.
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. OCTOBER 11TH 1989.
(Date of incorporation)

5. PERPETUAL.
(Duration: Year corp. will cease to exist or "perpetual")

6. 10/31/03.
(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. 1409 NEW BRITAIN DR. BRANDON FL. 33511
(Principal office address)

SAME
(Current mailing address)

8. ANY and all Legal Business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10:06

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: LUIS DUPERÓN

Office Address: 7108 36TH AVE. S.

TAMPA, Florida 33610
(City) (Zip code)

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

______
(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: CALIXTO BOLIVAR

Address: 5350 SOUTH WICK DR.

TAMPA. FL. 33624.

Vice Chairman: ROBERTO PIZZICA

Address: 1409 NEW BRITAIN DR.

BRANDON, FL. 33511

Director: __________

Address: __________

Director: __________

Address: __________

B. OFFICERS

President: __________

Address: __________

Vice President: __________

Address: __________

Secretary: __________

Address: __________

Treasurer: __________

Address: __________

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10:06

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. ROBERTO PIZZICA.

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

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL SEGUNDO N: **632-
DE LA CIRCUNSCRIPCION JUDICIAL DEL D.C. Y EDO. MIRANDA
R.I.F.:G-20001182-3 Caracas, 15 de ABRIL del 2003
PLANILLA LIQUIDACION ARANCEL DERECHOS DE REGISTRO
Hemos recibido del ciudadano: RODOLFO PIZZICA
La cantidad de:VEINTE Y OCHO MIL SETENTA CON CERO CENTIMOS
* * * * * * * * * * * * * * * *

BS. :****28,070.

correspondiente a los Derechos de Arancel Judicial según el

Expediente de: MICRO- COMPUTADORES P C FACTORY, SERVICIO Y MANTENIMIE:280:
Folios Insc.: 9, Páginas: 9, Copias: 1, Agreg.: 0
Nombre de la actuación: Cop. Certificadas

DI
Por Derechos De Registro:Bs: 2.520,00 22/04/20
Por Certificación: Bs: 12.230,00
Fotostatos Bs: 5.230,00 HO
Articulo 20 Bs: 8.100,00 9.00
T O T A L A P A G A R: Bs: ***28.070,00
CA3

REPUBLICA BOLIVARIANA DE VENEZUELA
REGISTRO MERCANTIL II DE LA
CIRCUNSCRIPCION JUDICIAL DEL DISTRITO
CAPITAL Y ESTADO MIRANDA
INUTILIZADO

REGISTRO MERCANTIL SEGUNDO - CAJA 3
632402 RM 15/04/2003 11:03:09
Recibo de Arancel Por Bs.***28,070.

TIENE UN PLAZO DE 30 DIAS PARA RETIRAR LO SOLICITADO
DE ACUERDO A LA LEY DE ARANCEL JUDICIAL
DEBE PRESENTAR TIMBRES O FORMA F016 POR VALOR DE BS. ****3.880,00
PARA LA SOLICITUD. ——————> *****388,00
PARA CADA COPIA SOLICITADA ——————> ****3.492,00

1000.

RM N°: 632407

MINISTERIO DEL INTERIOR Y JUSTICIA

REGISTRO MERCANTIL SEGUNDO

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

Abog. Francelina Alves Fernández
Registradora Mercantil Segunda
de la Circunscripción Judicial del Dtto. Capital y Edo. Miranda, quien suscribe:

C E R T I F I C A

Que ha confrontado la copia fotostática constante de NUEVE folios, incluyendo la certificación, que a continuación se reproducen, y que es traslado fiel y exacto del Documento inscrito bajo el Número:
13 TOMO 21-A SGDO DE FECHA 24-10-1989.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10:06

CORRESPONDIENTE A LA EMPRESA
SERVICIO Y MANTENIMIENTO DE MICRO-COMPUTADORAS P.C.FACTORY.C.A.

que se encuentran agregados al Expediente N°.: 288266
con fecha antes mencionada......................................

C E R T I F I C A, Que esta copia fotostática ha sido hecha en esta oficina por el Ciudadano/a:MARIA MEJIAS, Cédula de Identidad N°:V- 5.391.980, persona capaz, autorizado/a por mi para hacerla, cuya certificación suscribo.

REPUBLICA BOLIVARIANA DE VENEZUELA
CIRCUNSCRIPCION JUDICIAL
DISTRITO CAPITAL Y EDO. MIRANDA
CC
REGISTRO MERCANTIL II

Recibido: 13 OCT. 1989
Planilla Nº 102615
Ofrecido:
Escribiente: 18 OCT 1989
Visto Bueno:

Ciudadano

Registrador Mercantil de la Circunscripción Judicial del Distrito Federal y Estado Miranda.

Su Despacho.-

Yo, Roberto Pizzica, mayor de edad, de nacionalidad venezolana, de este domicilio y titular de la Cédula de Identidad No. V-5.967.215, procediendo en mi condición de Presidente de la Sociedad Mercantil de este domicilio Servicio y Mantenimiento de Micro-computadoras P.C. Factory C.A. constituida conforme a documento privado de esta misma fecha que original acompaño, ante Usted respetuosamente ocurro para solicitar el registro de mi representada en el Registro de Comercio a su digno cargo, asi como para que se me expida copia certificada del correspondiente asiento a los fines de su fijación y publicación. Acompaño para ser agregado al expediente que de la compañía ha de formarse comprobante depósito bancario por diez mil bolívares (Bs. 10.000). Es Justicia. Caracas, a los once días del mes de Octubre de mil novecientos ochenta y nueve.

VISTO BUENO FECHA: 13-10-89

EST 40

- [x] SOLV. IMP.
- [ ] C. B.
- [ ] CARTA B.
- [x] INV.
- [ ] SIEX
- [ ] BALANCE

288266

REPUBLICA DE VENEZUELA 24 10 89 B.20 BOLIVARES

REPUBLICA DE VENEZUELA 24 10 89 B.20 BOLIVARES

... OFICIAL DEL DTTO. FEDERAL Y EDO. MIRANDA

... Ventícuatro (24) de Octubre de mil nove-

...entos Ochenta y Nueve 179o y 130 Por presenta-

...da ... ...ipación. Cumplidos como han sido los requisitos de ley ... ...ro Mercantil junto con el documento presentado; fíjese ... ...; fórmese el expediente de la Compañía y ... el ejemplar de los Estatutos y demás recaudos ... ...publicación. El anterior documento redac- Dr: Jose Pega/Dil ..., se inscribe en el Registro de ... 13 ... Tomo 21-A Sgdo ..., Derechos Rm-445 Bco- 1.240 ... Rm-3632 Bco-102615 La ... Roberto Pizzica Con C. de I. No 902215 Solv/ Nos 35562 - 35563 35564

Registradora Mercantil Segunda

Dra YOLANDA TORI DE GRANADILLO

DOCUMENTO CONSTITUTIVO Y BASES ESTATUARIAS DE

Servicio y Mantenimiento de Micro-computadoras P.C. Factory C.A.

Nosotros, Roberto Pizzica, Maria Pia de Pizzica, Romulo Pizzica, mayores de edad, domiciliados en la ciudad de Caracas, de nacionalidad venezolana, titulares de las Cédulas de Identidad Nos. 5.907.215, 1.340.8690, 6.444.349, respectivamente, por medio del presente documento declaramos constituir como en efecto lo hacemos, una compañía anónima de naturaleza mercantil, la cual se regirá por este mismo documento el que ha sido redactado con la suficiente amplitud como para que sus cláusulas sirvan a la vez de Bases Estatuarias:

PRIMERA: La Compañía girará bajo la denominación de Servicio y Mantenimiento de Micro-computadoras P.C. Factory C.A. y su objeto es la Compra, Venta, Distribución, Fabricación, Reparación, Servicio y Mantenimiento, Importación, Exportación, y en general la comercialización de equipos de Computación (Hardware)y programas de Computación (Software); El Diseño de Circuitos para Computadoras, Dictar Cursos en materias relacionadas con la computación y el diseño, Fabricación, Comercialización Reparación de equipos electronicos en general, así como cualquier otro acto de lícito comercio.

SEGUNDA: La Compañía tendrá su domicilio en la ciudad de Caracas, sin perjuicio de establecer sucursales y cualesquiera otras dependencias en cualquier lugar de la República o del Exterior cuando así lo decidiere una Asamblea de Accionistas.

TERCERA: La Compañía tendrá una duración de cincuenta (50) años, los cuales se contarán a partir de la inscripción de este documento en el Registro Mercantil. Este plazo podrá ser alargado, prorrogado por igual, menor o mayor tiempo y en cualquier modo modificado, cuando así lo resolviere una Asamblea de Accionistas previo cumplimiento de las formalidades legales.

CUARTA: El Capital Social es la suma de un millon de bolívares (Bs. 1.000.000), representado en un mil acciones nominativas, no convertibles al portador, de un mil bolívares (Bs. 1.000), cada una. Dicho Capital ha sido suscrito totalmente de la siguiente manera:Roberto Pizzica, Setecientas (700) acciones, Maria Pia de Pizzica, ciento cincuentas (150) acciones y Romulo Pizzica ciento cincuenta (150) acciones. El Capital Social ha sido pagado en un Cien (100) por ciento y hasta la suma de Un millon de bolívares (Bs. 1.000.000) según consta de comprobante bancario e inventario anexo.

QUINTA: Las acciones confieren a sus titulares iguales derechos y obligaciones y en las Asambleas de Accionistas a cada acción corresponderá un voto. Los Títulos de las acciones podrán contener cualquier número de ellas, serán emitidos conforme a las disposiciones legales pertinentes y serán firmadas por el Presidente de la Compañía. Las transferencias de acciones deberán aparecer inscritas en el Libro de Accionistas de la Compañía mediante la declaración del cedente y el cesionario y bajo la firma del Presidente.

SEXTA: La Compañía sólo reconocerá como accionistas a las personas naturales o jurídicas que aparezcan en el Libro de Accionistas como titulares de las acciones. Igualmente sólo se reconocerá una persona como titular de la acción, por ello, cuando varias personas llegaren a ser propietarios de una acción deberán designar a una de ellas quién será tenida como accionista en todas sus relaciones con la compañía.

SEPTIMA: Las Asambleas de Accionistas son el órgano supremo de la sociedad y por ello, cuando se constituyan conforme a las normas aquí establecidas y las contenidas en la Ley, representan a la totalidad de los accionistas y sus decisiones son obligatorias para todos ellos, aún para aquellos que no hayan asistido a la respectiva reunión.

cinco 5

OCTAVA: Las Asambleas de Accionistas son ordinaris y extraordinarias. Las primeras deberán celebrarse dentro de los tres (3) meses siguientes al cierre de cada ejercicio anual y conocerán de los asuntos establecidos en el Artículo 275 del Código de Comercio. Las Asambleas Extraordinarias se celebrarán siempre que interese a la compañía y previa la convocatoria del Presidente de la Compañía ya fuere por su propia iniciativa o cuando así lo exigiere un número de accionistas que represente por lo menos el cincuenta por ciento (50%) del Capital Social.

NOVENA: Las Asambleas deberán celebrarse en la ciudad de Caracas y previa la publicación de la correspondiente convocatoria, lo cual deberá hacerse en un diario de la misma ciudad con una anticipación de cinco (5) días hábiles por lo menos, a la fecha fijada para la reunión. Se prescintirá del requisito de la publicación de la convocatoria cuando en la Asamblea se encuentren todos los accionistas, por sí o representados mediante carta-poder o cualquier otro medio idóneo para ello. Salvo lo previsto en el Artículo 280 de Código de Comercio, las decisiones en las Asambleas se tomarán mediante el voto de la simple mayoría.

DECIMA: Lo no previsto en este documento acerca del régimen de las Asambleas se regirá por las disposiciones pertinentes del Código de Comercio.

DECIMA PRIMERA: La dirección, manejo y administración de los bienes y negocios de la compañía estará a cargo de un Presidente designado por la respectiva Asamblea Ordinaria de Accionistas y durará cinco (5) años en sus funciones. La Compañía quedará afectada legalmente y válidamente obligada ante terceros mediante la firma del Presidente estampada en cualquier documento, ya fuere público o privado. En consecuencia, en este modo de actuar el Presidente estará debidamente facultado para celebrar toda clase de contratos; firmar toda clase de documentos; representar a la compañía ante toda clase de autoridades y ante ocho 8

DECIMA SEXTA: Lo previsto en este documento se resolverá conforme a las disposiciones del Código de Comercio y demás leyes de la República.

DISPOSICION TRANSITORIA: Hasta tanto no se reúna la primera Asamblea Ordinaria de Accionistas se hacen los siguientes nombramientos: Presidente Roberto Pizzica, Gerente: Maria Pia de Pizzica, Comisario: Omar Alvarez; inscrito en el Colegio de Economistas bajo el Nº 3331.

Se facultó al Presidente Roberto Pizzica para solicitar el Registro de la Compañía ante el Registro Mercantil de esta Circunscripción Judicial. Caracas, a los once días del mes de Octubre de mil novecientos ochenta y nueve.

Quien suscribe hace constar que la(s) anterior(es) reproduccion(es) fotostática(s), constante de 9 folios , es(son) copia(s) fiel(es) y exacta(s) de la(s) que corre(n) inserta(s) al expediente número 288266 la(s) cual(es) se expide(n) en Caracas en el día: 22 de ABRIL del año 2003 según planilla RM N°: 632402

La Registradora Mercantil Segunda
Abog. Francelina Alves Fernández

REPÚBLICA BOLIVARIANA DE VENEZUELA CIRCUNSCRIPCIÓN JUDICIAL DISTRITO CAPITAL Y EDO. MIRANDA CC REGISTRO MERCANTIL II

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10:06

4

REPÚBLICA BOLIVARIANA DE VENEZUELA
REGISTRO MERCANTIL II DE LA
CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO
CAPITAL Y ESTADO MIRANDA
Los Timbr... por el monto de Bs. 2880 ... mediante planilla
F-16 N° 19 ... 15-04-03 según
Gaceta ... fecha 01 de Febrero
de 2.0...
Firma

Republic Bolivariana de Venezuela
Department of the Interior and Justice
Second Registration Mercantile

From the Judicial Circumscription of the Capital District and Miranda State
R.I.F (Federal Income Number) G: 20001182-3

Receipt for the cancellation of State Taxes and Registration Rights

We received from Rudolph Pizzica the amount of Twenty-eight thousand and seventy with 00/100 Bolivars (Bs. 28,070.00/100) corresponding to the Judicial Taxes Right which are in the expedient of Micro-computers P.C. Factory C.A. Service y Maintenance Document No. 288266, Folios registered nine (9), Copies one (1) aggregated (0)

Name of the actuation: Certified Copy

Today's date: April 22nd 2003.
Time : 9.00 A.M.

Amount paid for the Registered right	Bs.2, 520.00/100
Amount paid for Certification	Bs.12, 220.00/100
Amount paid for Copies	Bs.5, 230.00/100
Amount paid for Article 20	Bs.8, 100.00/100
Total paid	Bs.28, 070.00/100

There is a 30 days period to pick up this document stated in the Judicial Revenue Law
Please present:
State Stamps or a F016 Form for the amount of Bs.3, 880.00/100
To request a document the amount of Bs.388.00/100
For each copy solicited Bs.3, 492.00/100

END OF TEXT

The is a original rectangular stamp in blue ink and reads:

Republic Bolivariana de Venezuela
Mercantile Registration II from the
Judicial Circumscription of the Capital District
and Miranda State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10: 06

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following Substitute Doc of P.C. Factory C.A which I have translate from Spanish to English
Tampa 24th of June of 2003

Roberto Pizzica Gemmiti

27 June 2003

OFFICIAL NOTARY SEAL
MINERVA B MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC862421
MY COMMISSION EXP. SEPT 18,2003

FDL B20-720-62-0180
Tampa Florida

Department of the Interior and Justice
Second Registration Mercantile
of de Judicial District of the Capital District and Miranda State

Lawyer: Francelina Alves Fernandez
of de Judicial District of the Capital District and Miranda State

CERTIFIES
That, this is a certified copy, containing nine folios including the certification of this document and is a faithful and exact reading from the original Document registered under the number: **Chapter 13, 21-A second dated September 24th 1,989.**

Corresponding to the Company:
Service and Maintenance of Microcomputers P.C. FCATORY,C.A.

And is attached to the **File Number 288266**

CERTIFIES
That, this certified copy it is been issue in this office by MARIA MEJIAS, identification card number V.-5.391.980, capable of her own acts , authorized by me to make it whose certification subscribes.

END OF TEXT…

THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.

THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC of P.C. FACTORY, C.A. which I have translate from SPANISH to ENGLISH
Tampa 24th of JUNE of 2003

Roberto Pizzica Gemmiti

Constitutive Document and Statuary of
Service and Maintenance of Computers
P. C. Factory C.A.

Us, Roberto Pizzica, Maria Pia Pizzica, Romulo Pizzica, old in age, domiciled in the city of Caracas, of Venezuelan nationality, Identifications numbers I.D.: 5.967.215, 1.340.8690, 6.444.349, respectively, through the present document we declare to constitute the Company of mercantile nature, which will be governed by this same document the one that has been edited with the sufficient amplitude so that their clauses serve at the same time as statuary bases:

First: The Company will function under the denomination of Service and Maintenance of Computers P.C. Factory. C.A. and their Object is:

Sale, Distribution, Production, Repair, Service and Maintenance, Import, Export, and in general the commercialization of Computer equipment (Hardware) Computer programs (Software), the design of circuits boards for computers.

Dictate Technological Courses for Computer Build and set-up (Computer Bench Tech), Computers design, Production, Commercialization and Repair of electronic equipment in general, as well as any other act of legal trade.

Second: The Company residence will be in the city of Caracas, without damage of establishing branches and any other Dependence in any place of the Venezuelan Republic or in the Exterior when they decide in an Assembly of Shareholders.

Third: The Company will have a fifty years duration (50) years, in which will be starting from the Inscription of this document in the Mercantile Registration.

This term will be able to be lengthened, continued equally, smaller or bigger time in any modified way, when this be decide in an Assembly of Shareholders foresaw execution of the legal formalities.

Fourth: The Social Capital is the sum of one million bolivars (Bs. 1.000.000) represented in a thousand nominative actions, not convertible to the payee, of an a thousand bolivars (Bs.1.000), each one. This Capital has been subscribed totally in the following way:

Roberto Pizzica, seven hundred (700) shares
María Pia Pizzica, one hundred and fifty (150) shares
Romulo Pizzica, one hundred and fifty (150) shares

The Social Capital has been paid in full one hundred percent (100) percent and until the sum of a million bolivars (Bs.1.000.000)

END OF TEXT…
THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.
THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC of P.C FACTORY, C.A. which I have translate from SPANISH to ENGLISH
Tampa 24th of JUNE of 2003.

Roberto Pizzica Gemmiti

2nd page

Received: October 13 1989
Schedule Numbers: 102615
Offered:
Clerk: October 1989
Seen Good:

Your Honor:
Federal District and Miranda State
Mercantile Inspector of the Judicial Circumscription of the
Federal District and Miranda State

Your Office;

Me Roberto Pizzica, old in age, Venezuelan nationality, of this home, Identification Card V.: 5.967.215, proceeding in my condition of President of the Mercantile Society of this Company Service and Maintenance of Microcomputers P.C. Factory C.A., constituted according to private document of this same date that original accompanies, before you respectfully happen to request the Registration of my represented in the Registration of Trade to your worthy position, as well as so that I am sent certified copy from the corresponding document to make a publication. Also will be adding to the file a verification of a bank deposit for Bs. 10.000 bolivars of the Company. It is Justice. Caracas, at the eleven days of the month of October of 1989

END OF TEXT...

THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.

THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

2 stamps (photocopy) seals and three signatures

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC of P.C. FACTORY C.A. which I have translate from SPANISH to ENGLISH
Tampa 24th of JUNE of 2003.

Roberto Pizzica Gemmiti

Fifth: The stock shares confer the same right and obligations to all shareholders in the Assembly of Shareholders to each action will correspond a vote. The Titles of the actions will be able to contain any number of them, they will be emitted according to the pertinent legal dispositions and the President of the Company will sign them. The stock share transfers will appear inscribed in the Book of Shareholders of the Company by means of the grantor's declaration and the grantee and under the President's signature.

Sixth: The Company will recognize as shareholders as a natural or juridical the person who appear in the Book of Shareholders like regular shareholder. Equally alone it will be recognized one person like holder of the share, for it, when several people are proprietors of an share will designate one of them who it will be had as shareholder in all its relationships with the Company.

Seventh: The Assemblies of shareholders are the supreme organs of the society and for it. When they are constituted here according to the norms established and the contained in the Law represent to the entirety of the shareholders and their decisions are obligatory for all them, still for those have not attended the respective meeting

Eight: The Assemblies of Shareholders are ordinary and extraordinary. The first ones will take place first three (3) of the following months, the closing of each annual exercise and they will know the matters settled down in the Article 275 of the Code of Trade. The Extraordinary Assemblies will take place whenever it is necessary to the company and previously the convocation of the President of the Company already be for his own initiative or when the shareholders that represent at least fifty percent (50%) of the Social Capital.

Ninth: The Assemblies will take place in the city of Caracas and previous the publication of the corresponding convocation, which will be announced in a local newspaper from the same city with a anticipation of five working (5) days, to the date fixed for the meeting. You will submit the requirement of the publication of the convocation when in the Assembly reunion all the shareholders, or represented by means of letter being able to assist, showing a suitable authorization. Except for that foreseen in the Article 280 of the Code of Commercials decisions in the Assemblies will be take by a vote of the simple majority

Tenth: The not foreseen in this document about the régime of the Assemblies it will be governed by the pertinent dispositions of the Code of Trade.
END OF TEXT...
THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.
THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC. of P.C. TACTORY, C.A. which I have translate from SPANISH to ENGLISH.
Tampa 24TH of JUNE of 2003.

Roberto Pizzica Gemmiti

Eleventh: The address, handling and administration of the goods and business of the company will be in charge of a President designated by the respective Ordinary Assembly of Shareholders and five lasted (5) years in their functions. The Company will be affected legally and validly forced before third by means of the President's signature stamped in any document, be already publishes or private. In consequence, this way of acting the President will be properly authorized to celebrate all kinds of contracts; to sign all document class; to represent to the company entity all kinds of authorities and before third of any nature, liberate, accept, endorsee letters, change checks, notes and in short all kinds of trade effects; to open up, to close and to mobilize all kinds of deposits, even bank to give and to receive quantities in lend, receiving and giving the guarantee if that will be necessary ; to constitute all kinds of managers with the abilities that felt convenient and to revoke such powers, to acquire, to alienate and to burden all kinds of goods; to celebrate lease contracts for two(2) years and in short administering the goods and business of the company without any limitation, since the enumeration of abilities previously indicates the it has been in an enunciate and not imitative way. Of conformity with that pointed out in the Article 244 of Code of Trade the president will deposit five- (5) shares in the social box of the company.

Twelfth: The President will be able to designate a General Manager who will be responsible for the daily administration of the business of the Company, directing and executing the average operations of the Company not corresponding to another official or organ of the society, as well as to mobilize bank average bills and any other function that I/you/he/she commends it to him expressly,

Thirteenth: The Company will have a designated Officer which will be choose by the Shareholders Assembly, and will last for the periods of one (1) year complying with his duties and also be reelect. Such an official will have the attributions and obligations that it points out the Code of Trade for them.

Fourteenth: The economic exercises of the Company began the first day of January of every year and it will finish on December 31st of the same year; the first exercise will begin from the registration in the Mercantile Registration and it will conclude December 31, 1.989. When concluding each annual exercise, they will cut the bills and the Inventory and General Balance of the Company according to the norms indicated in the Article 304 of the Code of Trade, Of the liquid benefits the following ones will be made remote: to) ten percent (10%) to form the reservation bottom foreseen in the Law and until this bottom reaches ten percent (10%) of the Social Capital. b) The other special sections that it considers convenient to make the Assembly of Shareholders. c) The rest of the benefits will be distributed among the shareholders in form of dividends when it decrees this way it the Assembly of Shareholders.

END OF TEXT...
THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.
THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following: Constitutive Doc of P.C. FACTORY, C.A. which I have translate from SPANISH to ENGLISH.
Tampa 24th of JUNE of 2003.

Roberto Pizzica Gemmiti

Fifth The Shareholders are recognized mutual preference right to each other to acquire the shares when some of them wants to alienate those that are he own. In such a case the shareholder interested in alienating their actions previously will notify from the President of the Company which will inform the other shareholders immediately so that these, in a term not bigger than thirty (30) days they exercise the preference right, in such a case the price of the shares will be the one that has countable for the date of the offer. This price will be constituted by the value that you/they indicate the accounting books and previous the valuation of the properties and active fixed for the moment. If will be several shareholders interested in acquiring the shares offered in sale, will be distributed among them in equal proportion to the actions that have undersigned for the date and if made this distribution will remain any share, the surpluses were drawn among the shareholders interested in acquiring them. Past the suitable term the, beginning of this clause without answer some of the shareholders, the President will understand that there is not interest in some acquiring the actions offered in sale and she will make it to him this way to taste like the shareholder offered who alienate their actions under the conditions that I/you/he/she estimates in such a case but convenient. The same preference right settles down for the cases of increase of Social Capital, in those that will be continued, the rule of distribution of the actions to be emitted in reason of this increase.

TENTH SIXTH: That foreseen in this document will be solved according to the dispositions of the Code of Trade and other laws of the Republic.

TRANSITORY DISPOSITION: Until so much he/she doesn't meet the first Ordinary Assembly of Shareholders the following nominations are : President Roberto Pizzica , General Manager María Pizzica, **Commissary Omar Alvarez: inscribed in the low School of Economists the I.D. Number 3331.**
We authorize the President Roberto Pizzica to request the Registration of the Company before the Mercantile Registration of this Judicial District, Caracas, the eleven days of the month of October of one thousand nine hundred eighty nine

END OF TEXT...
THERE ARE 3 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.
THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

THREE SIGNATURES APPEAR

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC of P.C. FACTORY C.A. which I have translate from SPANISH to ENGLISH.
Tampa 24TH of JUNE of 2003

Roberto Pizzica Gemmiti

7^{TH} PAGE

LAST PAGE

TEXT IN BOX

WHO SUBSCRIBES CONFIRM THAT THE PREVIOUS REPRODUCTIONS PHOTOCOPIES, CONSTANT OF 9 FOLIOS THEY ARE A FAITHFUL AND EXACT COPIES OF THOSE THAT ARE INSERT IN THE ORIGINAL FILE.
NUMBER: 288266, WHICH ARE, SENT IN CARACAS IN THE DAY 22 OF APRIL OF 2003 ACCORDING TO RECEIPT RM **NUMBER 632402**

ORIGINAL SIGNATURE

THE MERCANTILE INSPECTOR SECOND

LAYWER FRANCELINA ALVE FERNANDEZ

END OF TEXT...
THERE ARE 4 ORIGINAL OVAL SEAL IN BLUE INK WITH A SIGNATURE IN THE UPPER AND BOTTON RIGHT SIDE.
THE INSIDE SEAL READS:
Republic Bolivariana de Venezuela
Judicial Circumscription
Capital District and Miranda State

I Roberto Pizzica G., hereby certified that the foregoing is an accurate translation of the following CONSTITUTIVE DOC. P.C. FACTORY, C.A. **which** I have translate from SPANISH to ENGLISH.
Tampa 24TH of JUNE of 2003.

Roberto Pizzica Gemmiti

Name of the Beneficiary: **PC FACTORY, C.A.**

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

BE IT ACKNOLEDGED that **ROBERTO PIZZICA GEMMITI** the undersigned translator, being of legal age, does hereby translate the **Constitutive Document and Statuary of P.C. FACTORY** under oath.

I affirm that the foregoing is a true translation made upon information obtained from original document.

Signature of Witness	Signature of Translator
Luis A. Duperon	Roberto Pizzica G.
Name of Witness	Name of Translator
7108 36th Ave. S.	1409 New Britain Dr
Address of Witness	Brandon, FL 33511
Tpa FL 33619	Address of Translator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }
On 6/30/2003 before me, Roberto Pizzica G.

Personally appeared and prove to me on the basis of satisfaction evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument
WITNESS my hand and official seal

Signature

Teresita Ruiz
My Commission CC987930
Expires February 09 2005

ID Produced FL. P220-720620180.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JUL -2 AM 10: 06