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# *SEGARRA AND LOPEZ, P.A.*

*3785 NW 82nd Avenue*
*Suite 302*
*Miami, Florida 33166*
*(305) 599-6100*
*Facsimile (305) 599-3411*


April 19, 2004

Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

Re: De Land Inversiones, Inc. – application to transact business in the state of Florida

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To Whom it May Concern:

Enclosed please find Application and processing fee of $87.50 for filing, certificate of status and certified copy.

Please return a stamped copy in the enclosed return envelope. Thank you.

Sincerely,

Elizabeth Lopez, Esq.

# TRANSMITTAL LETTER

**TO:** Registration Section
Division of Corporations

**SUBJECT:** De LANd Inversiones, 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:

Elizabeth Lopez, Esq
(Name of Person)

Sesarra And Lopez, PA
(Firm/Company)

3785 NW 82 Street, Unit 10
(Address)

Miami Fl 33166
(City/State and Zip code)

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For further information concerning this matter, please call:

Elizabeth Lopez at (305) 599-6100
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee
- ☐ \$78.75 Filing Fee & Certificate of Status
- ☐ \$78.75 Filing Fee & Certified Copy
- ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FROM : ELOPEZ FAX NO. : 3052582920 Apr. 19 2004 12:41PM P3

# 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. DE LAND INVERSIONES, INC.
(Corporation)

2. Venezuela
(State or Country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 4/10/03
(date of incorporation)

5. 30 years from date of incorporation
(Duration)

6. Upon qualification
(Date first transacted business in Florida)

7. Avenida Bolivar, Centro Empresarial "AB", Piso 2, Oficina 5, Pampatar, Nueva Espartar, Venezuela
(Principal Office Address)

Same as office address
(Current Mailing Address)

8. Import/Export; distribution; purchase and sale; wholesale/retail of general merchandise and real estate any other lawful purpose.
(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: Roberto Vazquez

Office Address: 2730 SW 17 Avenue
Miami, Florida 33133

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.**

X ______ (FIRMA)
(Registered agent's signature)

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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**

Director: Gianfranco ~~Bustillos~~ DAYAN

Address: Avenida Bolivar, Centro Empresarial "AB", Piso 2, Oficina 5, Pampatar, Nueva Espartar, Venezuela

**B. OFFICERS**

President: Coromoto Bustillos

Address: Urbanizacion Costa Azul, Edificio Solarium, Apartamento 6F, Porlamar, Nueva Esparta, Venezuela

Vice President: Enrique Bustillos

Address: Avenida Bolivar, Centro Empresarial "AB", Piso 2, Oficina 5, Pampatar, Nueva Espartar, Venezuela



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

13. X________________________________ (Firma)

14. ROBERTO E. VAZQUEZ, AS ATTORNEY IN FACT FOR COROMOTO BUSTILLOS, PRESIDENT

BOLIVARIAN REPUBLIC OF VENEZUELA

MINISTRY OF INTEROR AND JUSTICE

SECONG MERCANTILE RECORDING OFFICE

OF THE JUDICIAL CISCUNSCRIPTION OF THE STATE OF NUEVA ESPARTA

HEREBY CERTIFIES

THAT THE ENTRY OF THE COMMERCIAL REGISTRY WHICH IS IMMEDIATELY TRANSCRIBED, WHOSE ORIGINAL IS FILED IN BOOK: 8-A. NUMBER 44

TOGETHER WITH THE PARTICIPATION, NOTE AND DOCUMENT THAT FOLLOWS IS AN EXCAT COPY FROM ITS ORIGINAL, WHICH CONTAINS THE FOLLOWING

THIS FOLIO IS PROPERTY OF:
LAND INVERSIONES, C.A.
49/JUA

(This page contains the official Seal of the Republic of Venezuela as well as seal stamps corresponding to the Recording Office)

Second Mercantile Recording Officer of the Judicial Discrict of the State of Nueva Esparta

The undersigned, MARIA LUISA FINOL SANCHES, Venezuelan Attorney at Law, of legal age and of this domicile, holder of Identity Number 7.833.490, duly authorized to consign the Articles of Incorporation of DELAND INVERSIONES C.A., , which have been amply drafted to serve as the Bylaws, with the purpose of recording, specifying, filing and publishing the same. I respectfully ask you to issue a certified copy of the same, once all the requirements had been complied with, inserting this communication as well as the respective judgment. Attached a Bank Deposit.

In Porlamar, on the date of its presentation.

(Illegible signature)

(The document is headed by a Stamped seal which reads: Dra. Ma. Luis Finol S., Attorney. No. 40.919. Collegiate No. 4589 with her signature.

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF INTERIOR AND JUSTICE
SECOND MERCANTILE RECORDING OFFICE
OF THE JUDICIAL CIRCUNSCRIPTION OF THE STATE OF NUEVA ESPARTA

Porlamar April 10, 2003 (192 and 1444). After the presentation of the previous document, having complied with all the requirements demanded by law, let it be filed in the Mercantile Recording Office, together with the presented documented. Let the respective file be specified and recorded: create a file of the Company and file the original with a copy of the Bylaws and the accompanying documents. Issue a copy for publication purposes. The previous document drafted by MARIA LUISA FINOL, Attorney, is recorded in the Commercial Recording Office under No. 44. BOOK 8-A. The amount of Bs. 122650.00 have been paid as duties, as per Form RM N. 49057 . Bank N. 0815457 in the amount of Bs. 77988.99. The Identification was as follows: MARIA LUISA FINOL SANCHEZ I.D. 7.833.490

Second Recording Officer
Humberto Lopez Ruiz

The page is property of
DE LAND INVERSIONES., CA.A
CON/49/JUA

(These documents contain an Official Seal of Republic of Venezuela as well as stamped seals. It also has a seal indicating the amount on Revenue Stamps paid by the corresponding forms)

We, COROMOTO BUSTILLOS RONDON, GIANFRANCO PAVAN, CARLOS ALBERTO DELGADO OCANDO, ANGEL JOSE CICCONE VELASQUEZ, JANETH LARA DE CICCONE, ENRIQUE LUIS BUSTILLOS RONDO, ALEJANDRA MAYLA RODRIGUEZ ESCALONA, WASHINGTON GUSTAVO CARDOZO PINI, JUAN CARLOS HORNEZ PINI, the first citizen of Venezuela, the second citizen of Italy, and the remaining citizens of Venezuela, of legal age, of this domicile, holders of Identity Numbers 4.537.294, 80.453.215. 1.645.343, 6.263.925, 12.382.815, 7.723.776, 4.736.106, 10.443.514, 10.441.627, respectively, by means of this document, hereby state: "That we have formally incorporated a Mercantile Society as a Corporation which shall govern by this Incorporation Agreement amply drafted to act as By Laws:

NAME, PURPOSE, DOMICILE AND DURATION OF THE SOCIETY

FIRST: The Company shall be named DE LAND INVERSIONES C.A.

SECOND: The purpose of the Society shall include all that is directly or indirectly related with imports, exports, representation, distribution, purchase and sale, whole sale and retail of all kind of sorts, general merchandise and all kinds of real estate. In the same manner the company may execute any other licit commercial activity permitted in the Country and Abroad.

THIRD: The Society shall be located in the city of Porlamar, autonomous Municiple of Marino of the State of Nueva Esparta and may open branches, agencies and operations, in the interior, as well as outside of the Country.

FOURTH: The Society shall have a duration of Thirty (30) years, starting from the date of the recording at the Mercantile Recording Office, term which may be lengthen or shorten by the Assembly.

CAPITAL STOCK AND SHARES

FIFTH: The Capital Stock is of ONE MILLION BOLIVARES (1.000.000.00 Bs.), represented by One Hundred Thousand (100.000) nominal shares, non convertibles to the bearer of Ten Bolivares (Bs. 10.00) each. Said Capital Stock has been completed subscribed and paid in full as per attached Bank deposit and is as follows: Associate COROMOTO BUSTILLOS RONDO, subscribed and paid for eighteen thousand (18.000) shares, in the amount of ONE HUNDRED EIGHTY THOUSAND BOLIVARES (180.000.00 Bs). Associate GIANFRANCO PAVAN, subscribed and paid Sixteen Thousand (16.000) shares in the amount of ONE HUNDRED SIXTY THOUSAND BOLIVARES (160.000Bs), Associate CARLOS DELGADO OCANDO, subscribed and paid for Sixteen Thousand (16.000) shares, in the amount of ONE HOUDNRED SIXTEEN THOUSAND (160.000.00Bs), Associate ANGEL JOSE CICCONE, subscribed and paid for Ten Thousand (10.000) shares in the amount of ONE HUNDRED THOUSAND BOLIVARES (100.000.00 Bs), Associate JANETHLARA DE CICCONE, subscribed and paid for Ten Thousand (10.000) shares in the amount of ONE HUNDRED THOUSAND BOLIVARES (100.000.00Bs), Associate LUIS BUSTILLOS R, subscribed and paid for Four Thousand (4.000) shares in the amount of FORTY TOUSAND BOLIVARES (40.000,00 Bs), Associate ALEJANDRA RODRIGUEZ E. subscribed and paid for Sixteen Thousand (16.000) shares in the amount of ONE HUNDRED SIXTY THOUSAND BOLIVARES (160.000.00 Bs), Associate WASHINTON G. CARDOZO P. subscribed and paid for Five Thousand (5.000) shares in the amount of FIFTY THOUSAND BOLIVRES (50.000.00 Bs.), Associate JUAN CARLOS HORNEZ P., subscribed and paid for Five Thousand (5.000) shares in the amount of FIFTY THOUSAND BOLIVARES (50. eased if the Shareholders General Assembly, Ordinary or Extraordinary. 000 Bs.).

SIXTH: The Capital Stock may be increased if the Ordinary or Extraordinary General Assembly decides to do so, as provided by the Commercial Code. If the General Assembly, legally constituted, decides to increase the capital, the form of payment shall be established.

SEVENTH: The ownership of the shares shall be evidenced by registration of the same in the Stockholders' Book and shall be duly signed by the assigner, the assignee and the directors of the Company.

EIGHTH: If one, or more than one, stockholder decides to sell his shares, he shall do so, in writing, directly to the President, who, in turn, within eight (8) days following shall convey it to the remainder shareholders in writing with acknowledging receipt required. The shareholders, duly informed, shall express their acceptance within no more than thirty (30) days from the notification. After said term, the shareholders are at liberty to sell to any other person or legal entity.

NINETH: The shares convey to their owners the same rights and prerogatives and the same entitle them with a vote in the Assembly.

TENTH: In the event of a loss, misplacement or destruction of the share certificates, the owner shall request to the President, in writing, the issuance at his expense, of new share titles.

OF DIRECTION AND MANAGEMENT

ELEVENTH: The supreme direction of the Company shall be the Shareholders Assembly and the management shall reside in a (1) President, a (1) Vice President and one (1)

Director, each with an alternate, who shall take charge in the event of temporary or total absence of his representative. The same shall be appointed by the Shareholders Assembly, may or may not be shareholders and shall last in their positions FIVE (5) years and may be re elected: however, once their term expires, they shall remain in their functions until the new members are elected and their functions shall be valid until replaced legally. If the President, Vice-President and Director are shareholders, they shall deposit one share as security before taking position of their office, as required by dispositions of Article 244 of the Commercial Code.

.TWELFTH: The Ordinary or Extraordinary Shareholders General Assembly may not be convened unless 51% of its Social Capital is present and providing the same have been legally called up by the President. The Ordinary Shareholders Assembly shall meet in the official location of the Corporation during the second week of the month of March every year, after a publication of a written notice in a Porlamar's Newspaper, with at least five days prior to the meeting. If by any chance the Ordinary Assembly should not meet during the last two weeks of April of each year, the President will convene an Extraordinary Assembly for a near date having the faculty to know by way of exception of all the matters attributed to the Ordinary Assembly. The Extraordinary Assemblies shall meet when convened by the President, with a number of shareholders representing 51% of the Stock Capital, provided all the requirements to celebrate an Extraordinary Assembly are met and the total Stock Capital is represented. Consequently the meeting may be celebrated at any place and day, without a previous notice of a meeting.

THIRTEENTH: The decisions of the Shareholders' Ordinary or Extraordinary Assemblies within the extent of the limit of its attributions, as per this document are mandatory for all the shareholders, even if not present. The decisions shall be made by the majority of shares represented. The Share holders may be represented by proxy by a Power of Attorney, letter or Telegram addressed to the President, or Vice President or Director.

FOURTEENTH: The duties of the Ordinary Assembly, other than those established by Law, are the following a) To examine, approve or modify the Official Report, the General Balance and any other Profit and Loss Statements during the fiscal year presented by the President, Vice President and Director, b) to appoint, every five (5) years, the President, Vice President and Director and establish their income, c) to establish the dividends the Corporation shall pay its shareholders, d) to resolve any matter presented to the consideration to the President, Vice President and Director.

FIFTEENTH: The President, Vice President and Director, acting jointly, the President with the Vice President, or the President with the Director, shall have the following duties: a) to fulfill and enforce the agreements and resolutions made by the Shareholders Assembly, b) shall have the most ample powers of management, as well as dispositions, and shall act in the name of the society in order to commit the same in those acts and contracts needed for the commercial activities of the same. c) May represent the society before any civil, politic, administrative, municipal or judicial authority, inside or outside the country; in the event of the latter, they have the faculty to grant power of attorney to a trustworthy lawyer, or lawyers, who shall have ample faculties of administration and dispositions to agree to a demand, waive, compromise, reconvene, act as arbitrator, request decisions according to equity, make bids in auctions, accept amounts of money and act in lawsuits, d) Open and close accounts of any kind, e) decide on any contract of interest for the society, f) To appoint and remove employees and establish their income, and, g) to issue, endorse, appraise, discount and protest any negotiable paper, letters of credit, checks or any other commercial papers, h) the Vice-President, aside from his function in the Board of Directors shall act and External Auditor in any place where the Company De Land Inversiones C.A have commercial activity incurring in compensation to be paid by the company where De Land Inversiones C.A. participates commercially. The duality of positions of the Vice President and External Auditor, shall only be effective when the position is held by Enrique Bustillo.

SIXTEENTH: The President, by virtue of the fact that he represents the company De Land Inversiones C.A., in all its commercial activities, strategically associating himself, shall receive compensation and bonuses from the companies with which he gets associated.

OF THE BALANCE

SEVENTEENTH: The fiscal year shall commence on the first day of the month of January of each year and shall end on the 31st of December, with exception of the its first fiscal year which shall commence on the day the registration before the Mercantil Recording Office becomes effective and shall end on the 31st day of the month of December of the same year.

EIGTEENTH: The Company shall have an Official appointed by the Shareholders Assembly, who shall last in his functions two years, however, once the period has expired he shall remain in his functions until the new officer is elected and his actions shall be valid until being legally replaced and his duties established in the Code of Commerce.

NINETEENTH: Within the three (3) months following the end of the fiscal year, the President, Vice-President and Director shall prepare the General Balance and any other Statement of Accounts corresponding to the fiscal year just ended as well as all the necessary information needed in order to demonstrate exactly what is the economic status of the society.

TWENTIETH: The President, Vice President and Director, may not grant letters of credit, guarantees for third parties, unless in such cases that are of interest to the society---

TWENTY FIRST: Any subject not provided for in the Bylaws shall be governed by the Code of Commerce -----------------------------------------------------------------------

ADDITIONAL PROVISIONS

To act as President, Vice President, Director and alternates and an external auditor, the following associates were appointed" President COROMOTO BUSTILLOS, alternate ANGEL JOSE CICCONE, Vice President ENRIQUE BUSTILLOS, alternate CARLOS DELGADO OCANDO, Director GIANFRANCO PAVAN, alternate WASHINGTON CARDOZO, all of legal age, all Venezuelan citizens and the fifth citizen of Italy, holders of identity numbers 4.537.294, 6.263.025, 7.723.776, 1.645.343, 80.453.215, 10.443.514, respectively and for the position of Official, LEONARDO CORDONA, Venezuelan, of legal age, with identity numbers 7.770.025, Public Accountant, member of the Collegiate of Public Accountant with number 5081.

Finally MARIA LUISA FINOL SANCHEZ, Attorney at Law, Venezuelan, of legal age, of this domicile, holder of identity numbers 7.833.490 and member of the Institute of collegiate of Attorney with number 40.919 to carry out all proceedings having to do with the recording of the society before that Official Mercantil Recorder of Porlamar, at the current date.

(The document presented in Legal for with all pages containing Official Stamps is signed by the society)

I, Beatriz J. Croce certify that the herein document has been translated into the English language from its original version in Spanish and this true and exact translation form its original version.

*Beatriz J Croce*
License # 11205

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REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL SEGUNDO
DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO NUEVA ESPARTA

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Dr. Humberto López Ruiz

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION
JUDICIAL DEL ESTADO NUEVA ESPARTA

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 Tomo: 8-A.. Número: 44

así como LA PARTICIPACION, NOTA Y DOCUMENTO que se copian de seguida

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

ESTE FOLIO PERTENECE A:
DE LAND INVERSIONES, C.A.
49/JUA

Dra. Ma. Luisa Finol S.
Abogado
Impre No. 40.915
Colegio No. 4589

Ciudadano:

**Registrador Mercantil Segundo De La Circunscripción Judicial del Estado Nueva Esparta.-**

Su Despacho.-

Quien suscribe la presente, Yo, **MARIA LUISA FINOL SANCHEZ**, Abogada venezolana, mayor de edad y de este domicilio, titular de la cédula de identidad número 7.833.490, debidamente autorizada al efecto para consignar el Acta Constitutiva de **DE LAND INVERSIONES C.A.** la cual ha sido redactada con suficiente amplitud para que a la vez sirva de Estatutos Sociales, consignación que hago a los fines de su inscripción, fijación, registro y publicación, con el ruego de que una vez cumplidos dichos requisitos se sirva expedirme copia certificada de la misma, con inserción de la presente participación y del auto que la provea. Acompaño deposito Bancario anexo .

En Porlamar, a la fecha de su presentación.

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL SEGUNDO
DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO NUEVA ESPARTA

Porlamar, 10 de Abril del Dos Mil tres 2003 (192 Y 144). Presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil junto con el documento presentado; fíjese 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. MARIA LUISA FINOL, se inscribe en el Registro de comercio bajo el N.:-44- TOMO -8-A, Derechos pagados Bs. 122650.00 Según Planilla RM N. 49057, Banco N.0815457 Por Bs.:77988.00. La Identificación se efectuo así: MARIA LUISA FINOL SANCHEZ, C.I: 7.833.490

El Registrador Mercantil Segundo
Fdo. Dr. Humberto López Ruiz

Timbres Fiscales Por Bs. 3.200,00
Cancelados Mediante Planilla
N° 3371316 en Fecha 10/04/03
Conforme a lo establecido en
La Gaceta Oficial N° 360882
de Fecha 01 – 02 – 2000.

REPUBLICA BOLIVARIANA DE VENEZUELA MINISTERIO DEL INTERIOR Y JUSTICIA REGISTRO MERCANTIL II DEL ESTADO NUEVA ESPARTA

ESTA PAGINA PERTENECE A:
DE LAND INVERSIONES, C.A.
CON/ 49/JUA

Dra. Ma. Luisa Finol S.
Abogado
Impre No. 40.919
Colegio No. 4569

tres (3)

Nosotros, **COROMÓTO BUSTILLOS RONDON, GIANFRANCO PAVAN, CARLOS ALBERTO DELGADO OCANDO, ANGEL JOSE CICCONE VELASQUEZ, JANETH LARA DE CICCONE, ENRIQUE LUIS BUSTILLOS RONDON, ALEJANDRA MAYELA RODRIGUEZ ESCALONA, WASHINGTON GUSTAVO CARDOZO PINI, JUAN CARLOS HORNEZ PINI**, venezolano el primero, el segundo de nacionalidad italiana, y los demás venezolanos, mayores de edad, de este domicilio, titulares las cédulas de identidad números 4.537.294, 80.453.215, 1.645.343, 6.263.025, 12.382.815, 7.723.776, 4.736.106, 10.443.514,10.441.627, respectivamente por medio del presente documento declaramos: "Que hemos convenido en constituir formalmente una Sociedad Mercantil bajo la forma de Compañía Anónima que se regirá por la presente Acta Constitutiva redactada con suficiente amplitud para que a la vez sirva de Estatutos Sociales:

**DENOMINACION, OBJETO, DOMICILIO Y DURACION DE LA SOCIEDAD**

**PRIMERA:** La compañía se denominará **DE LAND INVERSIONES C.A.**

**SEGUNDA:** La sociedad tendrá por objeto todo acto de comercio relacionado directamente o indirectamente con la importación, exportación, representación, distribución, compra-venta al mayor y al detal de toda clase de géneros , mercancías en términos generales, y toda clase de bienes muebles e inmuebles. Así mismo el objeto de la compañía podrá ejercer cualquier otra actividad de lícito comercio permitido en el País y en el Exterior.

**TERCERA:** La sociedad tendrá por domicilio la ciudad de Porlamar Municipio Autónomo Mariño del Estado Nueva Esparta, y podrá establecer sucursales, agencias y explotaciones, tanto en el interior como en el exterior de la República.

**CUARTA:** La sociedad tendrá una duración de Treinta (30) años, contados a partir de su inscripción en el Registro Mercantil, plazo que podrá ser prorrogado o disminuido a juicio de la Asamblea.

cinco (5)

más amplios poderes de administración y disposición y podrán obrar por la sociedad para obligarla en aquellos actos y contratos necesarios para el giro comercial de la misma, c) Podrán representar a la sociedad por ante cualquier autoridad civil, política, administrativa, municipal o judicial, dentro y fuera del País; y en este último caso, están facultados para otorgar poder a abogado o abogados de su confianza, con las más amplias facultades de administración y disposición, y además, para convenir en la demanda, desistir, transigir, reconvenir, comprometer en árbitros, solicitar la decisión según la equidad, hacer posturas en remates, recibir cantidades de dinero y disponer del derecho en litigio, d) Abrir, movilizar y cerrar cuentas bancarias de cualquiera índole, e) Decidir sobre celebración de todo contrato en que tenga interés la sociedad, f) Nombrar y remover los empleados de la sociedad y fijarles su remuneración, y, g) Emitir, endosar, avalar, descontar y protestar letras de cambio, pagarés, cheques y cualquiera otro efecto de comercio, h) el Vicepresidente, además de su cargo en la Junta Directiva desempeñara la función de Auditor Externo en cualquier lugar donde la empresa De Land Inversiones C.A. desempeñe su giro comercial, motivo por el cual devengara unos honorarios que serán cancelados por la empresa donde De Land Inversiones C.A. participe mercantilmente. La dualidad de cargos del Vicepresidente y de Auditor Externo, solo se cumplirá en el caso de que el cargo lo ocupe el Lic. Enrique Bustillo.

**DECIMA SEXTA:** El Presidente, en virtud de que representara a la empresa De Land Inversiones C.A., en todo su giro comercial, asociándose estratégicamente, podrá devengar honorarios y bonificaciones por parte de esas empresas donde se asocie.

**DEL BALANCE**

**DECIMA SEPTIMA:** El ejercicio económico comenzará el primero de enero de cada año y terminará el 31 de diciembre, excepto su primer ejercicio que comenzará el día de su inscripción en el Registro Mercantil y terminará el 31 de diciembre de ese mismo año.

**DECIMA OCTAVA:** La Compañía tendrá un Comisario designado por la Asamblea de Accionistas, durará 2 años en el ejercicio de su cargo, sin cuatro (4)

**OCTAVA:** Si uno o varios accionistas desearen vender sus acciones, lo manifestarán por escrito al Presidente, quien dentro de los ocho (8) días subsiguientes lo participará al resto de los accionistas por escrito y con acuse de recibo, para que ejerzan sus derechos en la proporción que les corresponda. Los accionistas enterados deberán manifestar su aceptación en un lapso que no exceda de treinta (30) días contados a partir de su notificación, vencido el plazo los accionistas quedan en libertad de vender a cualquiera otra persona o entidad jurídica.

**NOVENA:** Las acciones confieren a sus propietarios iguales derechos y prerrogativas y representan cada una de ellas un voto en las Asambleas.

**DECIMA:** En caso de pérdida, extravió o destrucción de los certificados de acciones, el propietario solicitará por escrito al Presidente, la expedición a sus expensas, de nuevos título de acciones.

**DE LA DIRECCION Y ADMINISTRACION**

**DECIMA PRIMERA:** La suprema dirección de la compañía corresponde a la Asamblea de Accionistas y la gestión administrativa estará a cargo de un (1) Presidente, un (1) Vice-Presidente y un (01) Director , cada uno tendrá su respectivo suplente, quien ocupara los cargos en caso de ausencia temporal o definitiva de quienes suplan, y serán nombrados por la Asamblea de Accionista, podrán ser socios o no y durarán CINCO (5) años en el ejercicio de su cargo, pudiendo ser reelegido; sin embargo, una vez vencido su período se mantendrán en su cargo hasta tanto sean elegidos los nuevos funcionarios y sus actuaciones serán válidas hasta que sean legalmente reemplazados. El Presidente, Vice-Presidente y el Director, en caso de ser socios antes de entrar en el ejercicio de su cargo depositarán en la Caja Social una (01) acción cada uno, a los fines de dar cumplimiento a las disposiciones del articulo 244 del Código de Comercio.

**DECIMA SEGUNDA:** La Asamblea Ordinaria o Extraordinaria de Accionistas no podrá deliberar válidamente si no se encuentra presente cuando menos el 51 % del capital social y que haya sido legalmente convocada por el Presidente . La Asamblea Ordinaria de Accionista se reunirá en la sede social de la compañía en la segunda quincena de Marzo

Dra. Ma. Luisa Fino S.
Abogado
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Colegio No 4589

Seis (6)

tendientes a la inscripción de la sociedad por ante el ciudadano Registrador Mercantil de Porlamar, a la fecha de su presentación.

PORLAMAR 10 DE Abril DEL AÑO DOS MIL tres 2003 192

144 FDOS. MARIA LUISA FINOL SANCHEZ, Dr. Humberto López Ruiz SE EXPIDE

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Dr. Humberto López Ruiz
REGISTRADOR MERCANTIL SEGUNDO

DIVISION OF CORPORATIONS
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