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(Requestor's Name)

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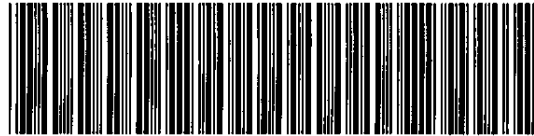
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 07 2006

606-19342

**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. **SUPERMIXERS, C.A. CORPORATION**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **VENEZUELA**

(State or country under the law of which it is incorporated)

3. **N/A**

(FEI number, if applicable)

4. **MARCH 13, 2004**

(Date of incorporation)

5. **20 YEARS (2026)**

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

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **4207 30TH LANE EASE BRADENTON FL 34208**

(Principal office address)

3816 W LINEBAUGH AVENUE SUITE 114 TAMPA FL 33618-8900

(Current mailing address)

8. **All purposes allowed under the laws of the State of Florida**

(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 NOT acceptable)

Name:

KARINA B RYAN

Office Address:

4207 30TH LANE EAST

BRADENTON

(City)

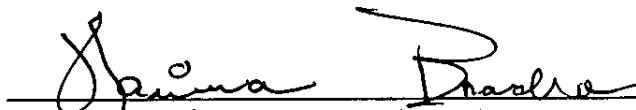
, Florida **34208**

(Zip code)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: JOSE RAMON BRACHO DIAZ

Address: PROLONGACION AV MICHELENA C.C. ATLAS
LOCA. BO1 VALENCIA EDO CARABOBO VENEZUELA

Vice Chairman: KARINA RYAN

Address: 4207 30TH LANE EAST
BRADENTON FL 34208

Director: KARINA RYAN

Address: 4207 30TH LANE EAST
BRADENTON FL 34208

Director: _____

Address: _____

B. OFFICERS

President: KARINA RYAN

Address: 4207 30TH LANE EAST
BRADENTON FL 34208

Vice President: _____

Address: _____

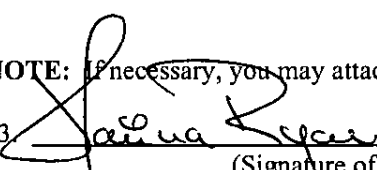
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. KARINA RYAN, DIRECTOR

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

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06 JUL -6 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLORIA WILLIAMS SKINNER
Interprete Público Español - Inglés
Gaceta Oficial de Venezuela
N°. 22938 del 7 de Junio de 1949

I, GLORIA WILLIAMS SKINNER, a Venezuelan citizen, of legal age, bearer of Identity Card N°751.382, a Public Interpreter certified by the REPUBLIC OF VENEZUELA for the **English language**, as originally stated in the Venezuelan Official Gazette N°22.938 of June 7, 1949 under N°34, registered at the Third Court of Parishes of the Federal District and the State of Miranda in VENEZUELA on August 13, 1963, HEREBY CERTIFY: that the attached document written in Spanish was presented to me to be translated into English, being the following a true and faithful version thereof:-----

COVER – “(Public Interpreter’s note: coat of arms, at the right hand side of which there is a round shaped seal reading: “Bolivarian Republic of Venezuela – First Mercantile Registry (coat of arms) Judicial District of the State of Carabobo”; this seal is shown throughout each page of the attached Spanish version of the document)-----
“MINISTRY OF INTERIOR AND JUSTICE – FIRST MERCANTILE REGISTRY of the Judicial District of the State of Carabobo.)-----

“Dr. Edgard R. Ameliach L., First Mercantile Registrar of the Judicial District of the State of Carabobo, **CERTIFIES** that the entry of Commerce Registration transcribed below, the original of which is recorded in Volume 67-A, Number 78, as well as the participation, note and document copied as follow, are faithful transfers of their originals, that are of the following text:-----

(This appears on Page 2 of the Spanish version of the document: “(illegible signature) MARÍA DE JESÚS PARRA, Venezuelan Bar Association 95.773, Attorney-at-Law”; a seal that reads: “State of Carabobo Bar Association – First Mercantile Registry – Redacting Attorney-at-Law María Parra – Bar’s fee 95773 – Bill N°54004 – Registration Amount 38000 - % 38000 – Date: 7-21-05”. After this seal there is a square stating: “Volume 67-A N°78”).-----

Citizen First Mercantile Registrar of the Judicial District of the State of Carabobo, His Office.-----

I, MARÍA DE JESÚS PARRA, a Venezuelan citizen, of legal age, bearer of personal Identity card V-7.100.609, of this domicile and duly authorized for this process in the Articles of Incorporation-Social Statutes of the commercial company “**SUPERMIXERS, C.A.**”, appear before you with due respect in order to submit the Articles of Incorporation-Social Statutes of the referred mercantile company for the purpose of its

registration and publication in accordance with stipulations of Article 215 of the effective Code of Commerce, as well as the Inventory of assets provided by the firm, and the letter of acceptance of the internal auditor, Licentiate **HUMBERTO CARDONA**.-----

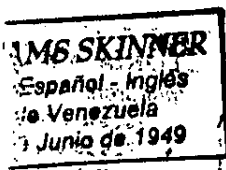
I request from you that you issue a certified copy of this participation and the accompanying minutes toward the consequent legal ends. I request admittance of this writ and its processing in line with the law. THIS IS JUSTICE. In Valencia, today, day, month and year of the presentation note. (illegible signature)". (The following is placed at the foot of the page: "Date of Entry: 07-21-2005, Rights 170.830; granted 07-26 and Hour 14:55; Bill 217480; Received by (illegible signature)". Several Venezuelan stamps are shown at the right hand side of the former information.)-----

Page 3, Spanish version of the document - "(coat of arms) MINISTRY OF INTERIOR AND JUSTICE - FIRST MERCANTILE REGISTRY of the Judicial District of the State of Carabobo".-----

Valencia, twenty sixth (26th) of July of Two Thousand Five. 195th and 146th. Having been presented the former participation, complied as there have been the requirements of the law, record it in the First Mercantile Registry along with the document that was presented: set and publish the respective Entry. Prepare the Company's dossier and file the original together with the copy of the Articles of Incorporation and other accompanying exhibits. Issue the publication copy. -----

The former Document redacted by Attorney-at-Law MARÍA DE JESÚS PARRA is recorded in the Registry of Commerce under N°78, Volume 67-A, Rights paid Bs.170.830,00, per Bill N°217480. SENIAT (meaning: "Venezuelan Tax Authorities") N°0370400 for Bs.200.214,00. Identification was made thus: MARÍA DE JESÚS PARRA, I.D.7.100.609. -----

The name's reserve was cancelled per SENIAT Bill 0428143 for Bs.58.800,00 - INS. MARITZA CASAÑAS. This page pertains to "SUPERMIXERS, C.A." The First Mercantile Registrar (signed) EDGARD R. AMELIACH L." (The aforementioned Registry's seal is placed below the latter identification.)-----



Page 4 on, Spanish version of the document --

"SUPERMIXERS, C. A."

ARTICLES OF INCORPORATION / SOCIAL STATUTES

We, **JOSÉ RAMÓN BRACHO DÍAZ** and **ANTONIA BEATRIZ DÍAZ de BRACHO**, Venezuelans, of legal ages, single the former and married the latter, bearers of personal identity cards numbers V-7.061.121 and V-2.868.181, respectively, domiciled in Valencia, State of Carabobo, declare:-----

We have decided to constitute, as in effect we have, a mercantile firm in the manner of a Stock Company, which will be governed in line with the clauses contained in these Articles of Incorporation, which have been redacted with sufficient amplitude to serve as well as Social Statutes, being of the following text:-----

FIRST: The Company will be named "SUPERMIXERS, C.A.", it will be domiciled in Avenida Michelena, Centro Comercial Atlas, Locales B-01, Valencia, State of Carabobo, but it will be able to establish branches, agencies and offices in any other place of the Republic or abroad when decided by the Shareholders' General Assembly.-----

SECOND: The social purpose will be the purchase, sale, import, export, maintenance, distribution and rental of machinery, equipment, tools and materials for the construction industry; the sale of premixed concrete, projects preparation, construction of civil works; in general, any other licit business actions essential to achieve the proposed purposes, connected with the main objective.-----

THIRD: The term of duration will be TWENTY (20) years, counted from the date of its recording in the Mercantile Registry, and it can be dissolved or liquidated before its term of duration or extended for equal and consecutive periods, whenever a Shareholders' Assembly decides so and the corresponding participation be effected to the Mercantile Registry before the expiration of the term of duration or of any of its extension.-----

FOURTH: The Company's social capital is **TEN MILLION BOLIVARES (Bs.10.000.000,00)**, divided into **TEN THOUSAND (10.000)** nominative shares, non-

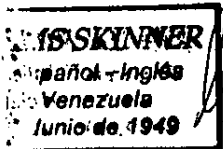
JMS SKINNER
Español - Inglés
Venezuela
Junio de 1949

convertible to the bearer, of a nominal value of **ONE THOUSAND BOLIVARES (Bs.1.000,00)** each one, which have been subscribed and totally paid for by the Company's shareholders; therefore, **JOSÉ RAMÓN BRACHO DÍAZ**, has subscribed and paid for **NINE THOUSAND (9.000)** shares, of a nominal value of **ONE THOUSAND BOLIVARES (Bs.1.000,00)** each one, that adds up to the amount of **NINE MILLION BOLIVARES (Bs.9.000.000,00)**; and **ANTONIA BEATRIZ DÍAZ**, has subscribed and paid for **ONE THOUSAND (1.000)** shares, of a nominal value of **ONE THOUSAND BOLIVARES (Bs.1.000,00)** each one, that add up to the amount of **ONE MILLION BOLÍVARES (Bs.1.000.000,00)**. Total payment of the subscribed social capital is evidenced by the Inventory marked with letter "A" which is attached to these Articles of Incorporation and duly subscribed by a Certified Public Accountant as well as by all the shareholders.-----

FIFTH: The Company's shares give the shareholders the same rights; each one of them represents a vote at the Assemblies and their ownership will be proven through recordings and declarations in the Company's Shareholders Book. The security titles may be issued for one or more shares and must be signed by **TWO (02)** directors.-----

SIXTH: In case of capital increase or share assignment, shareholders will have a preferential right to acquire or subscribe them in proportion to the amount of shares that they own. In case of assignment, the shareholders will exercise their right within a thirty (30) day period -- counted from the date of written notice of the assigner through the Company's Administrators -- for those who benefit from this right, in accordance with the share value that they may have per the last Balance. Assignments made infringing the former stipulations will be null and void, and the shareholders who benefit from this right may substitute the share situation -- within the following thirty (30) days to the recording of assignment declaration made in the Book of Shareholders -- according to the share value that they may have per the last Balance.-----

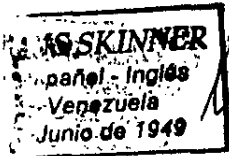
SEVENTH: Two (02) directors will be in charge of the Company's administration, who may or not be Company shareholders; they will last two years in office and can be reelected.. They must deposit two (02) shares in the Company's Social Cash in case that they are shareholders and if not so, whoever has proposed them for office must



make the deposit of such shares, which will be affected in order to cover the responsibility of their performance.-----

EIGHTH: The DIRECTORS, acting jointly or separately, will represent the firm before judicial and administrative authorities of a national, state, municipal, natural and juridical persons nature, being the latter of public or private law, with full authority to represent, commit and effect all administration actions and provisions within the limits established by the Statutes. In their relations with third parties they may enter into any kind of contracts, whatever their nature might be, that do not require authorization of the Assembly, and consequently they will have the following attributions:-----

- 1) Purchase, sell, barter, give as collateral and encumber furniture and real estate assets;-----
- 2) Give and receive monies on a loan basis, setting the installments and establishing conditions; grant settlements, waiting periods and releases;-----
- 3) Open, move and close current accounts, or those of any nature; issue, accept, endorse letters or exchange, promissory notes and any other exchange effects;
- 4) Contract and dismiss employees, setting their salaries, special remunerations and working conditions;-----
- 5) Grant and sign any kind of public or private documents and business papers.—
- 6) Confer and revoke in the Company's name special or general powers, with authority to dispose or exceed the simple handling of the process, such as to compromise, desist actions or procedures, agree on demand and any other authorization that implies provision or responsibility;-----
- 7) Collect and instruct the judicial and extrajudicial collection of debts that there might be in favor of the Company;-----
- 8) Resolve on the destination that must be given to guarantee funds and propose to the Assembly the constitution of any reserve and provision fund;-----
- 9) Instruct that dividends corresponding to the shareholders be given to them once the Balance has been approved by the Assembly and set the date of their delivery;-----



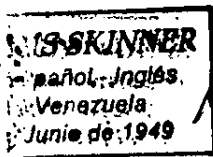
- 10) Formulate and direct the Company's work plans in line with its objectives; consider and execute investments budgets and expenses approved by the Assembly;-----
- 11) Prepare and present the Annual Report, the one pertaining to the General Balance of Accounts Demonstration of Profit and Losses; -----
- 12) Summon Shareholders' Assemblies;-----
- 13) Comply with the agreements and resolutions issued by the Assembly.-----

NINTH: Ordinary or Extraordinary Assemblies. Ordinary ones will be held within three (3) months following the ending of each business year at the Company's social seat on the day and hour stipulated in the summons. Extraordinary ones may be summoned at any time when any of the Administrators decides so, or when requested by an amount of shareholders representing at least twenty per cent (20%) of the social capital.-----

TENTH: Ordinary and Extraordinary Assemblies will be summoned at least with five (5) continuous days of anticipation by fax, telegram, correspondence or press publication in newspapers of circulation, indicating the purpose, date, hour and place of the meeting. In the case the first three (3) media of summons, they will take place at the address that in writing has been provided by the shareholder. However, this formality may be waived at any time and declare the Assembly incorporated if the total social capital meets or is represented therein.-----

ELEVENTH: For all matters, including those mentioned in Article 280 of the Code of Commerce, the presence of shareholders representing more than half of the social capital will be required; agreements and resolutions will be adopted by simple majority votes. Agreements and resolutions of validly incorporated Shareholders' Assemblies will be obligatory for those in attendance or absent. Shareholders that cannot attend personally will have the right to be represented, by the incorporation of proxies through a simple empowerment letter.-----

TWELFTH: Minutes of all assemblies will be drawn up, that will be redacted and signed during a recess agreed upon by all of those in attendance, expressing in the minutes the amount of shareholders in attendance and those being represented; and the decisions, agreements and resolutions that have been adopted.-----



THIRTEENTH: The General Ordinary Assembly has the following attributions:-----

- 1) Consider, modify, reject or approve the Balance and Accounts submitted by the DIRECTORS, with a view to the Internal Auditor's report;-----
- 2) Appoint the Administrators and the Internal Auditor, setting their salaries and remunerations;-----
- 3) Agree on the creation of special amounts for reserves, guarantees and for any other purpose and instruct on the use of such funds;-----
- 4) Declare the Company's dividends and agree on their payment;-----
- 5) Be knowledgeable of any other matter that the Statutes determine or that is especially submitted to the Assembly.-----

FOURTEENTH: The Shareholders' Ordinary Assembly will elect an Internal Auditor, who will remain two (2) years in office, and may be reelected and will have the following attributions, in addition to those spelled out in the Code of Commerce:-----

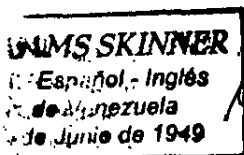
- a) Review the financial statement and accounting books;-----
- b) In conjunction with the DIRECTORS, sign the Annual Balances if he finds them accurate, informing the Assembly of any incorrect matters that he has noticed.---

FIFTEENTH: The Company's first business year will start upon its recording in the Registry and will end on December 31, 2005. After the first business year has finalized, the business year will commence on the first of January 2006 and will terminate on December 31, 2006 and so thereon.-----

SIXTEENTH: Accounts will be liquidated and closed on December 31 of each calendar year and a General Statement Balance will be formed determining the profit or losses in the business year, without waiving that other balances be made in conformity with stipulations of the Code of Commerce.-----

SEVENTEENTH: Once the General Balance on the business status has been verified, net profit will be distributed thus:-----

- a) Five percent (5%) for the Legal Reserve Fund until covering ten percent (10%) of the Social Capital;-----
- b) The remaining profit will be distributed among the shareholders as dividends on the date and opportunity set by the Assembly, without waiving that the Shareholders' Assembly may agree on the creation of another or other funds, in



which case the remaining amount will be distributed except if it is agreed that its total amount be applied to other purposes.-----

EIGHTEENTH: The Company will be governed by the Code of Commerce stipulations In all matters not provided for in these Social Statutes.-----

NINETEENTH: The following have been unanimously elected to cover the positions as DIRECTORS: shareholders **JOSÉ RAMÓN BRACHO DÍAZ** and **ANTONIA BEATRIZ DÍAZ**, fully identified, and as INTERNAL AUDITOR citizen **HUMBERTO CARDONA**, a Venezuelan, of legal age, bearer of Identity Card V.-8.727.234, a Certified Public Accountant registered in the PAA (Public Accountants Association) under N°18.517, domiciled in Valencia. Letter of acceptance identified with letter "B" is attached. -----

TWENTIETH: Attorney-at-law **MARÍA DE JESÚS PARRA**, a Venezuelan, of legal age, bearer of personal identity card number V.-7.100.609, recorded in the Venezuelan Bar Association under N°95.773, of this domicile, has been authorized to carry out all the Company's legal processing actions, such as presentation, registration and publication. So we say and sign in Valencia, State of Carabobo, today, day, month and year of the respective note. (handwritten: José Bracho – Beatriz Díaz).-----
"Valencia, twenty sixth (26th) of July of two thousand five. Signed: María de Jesús Parra – (signed) Edgard R. Ameliach L.-----

This certified copy is issued for its publication according to Cancellation Bill N°217480 (illegible signature) Dr. Edgard R. Ameliach L., First Mercantile Registrar of the State of Carabobo". (The Registry's seal is placed at the left hand side of the latter identification). -----

This page pertains to the Company: "SUPERMIXERS, C. A." – Document registered under N°78 Volume N° 67-A. (illegible signature) Dr. Edgard R. Ameliach L., First Mercantile Registrar of the State of Carabobo". (The Registry's seal is placed at the left hand side of the latter identification).-----

I again certify that the above is a true and faithful version in English of the attached document written in Spanish, which I have translated at the request of the interested party in Valencia, State of Carabobo, Venezuela, on December 4, 2005.

Gloria Williams Skinner
Public Interpreter – Telph.+58 0241 8588581





MINISTERIO DEL INTERIOR Y JUSTICIA

REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

Doctor: Edgard R. Ameliach L.
REGISTRADOR MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION
JUDICIAL DEL ESTADO CARABOBO

C E R T I F I C A

QUE EL ASIENTO DE REGISTRO DE COMERCIO TRANSCRITO A
CONTINUACION, CUYO ORIGINAL ESTA INSCRITO EN EL TOMO: 67-A
NUMERO: 78 ASI COMO PARTICIPACION NOTA Y DOCUMENTO

QUE SE COPIA DE SEGUIDA SON TRASLADO FIEL DE SUS ORIGINALES, LOS
CUALES SON DEL TENOR SIGUIENTE.

ESTE FOLIO PERTENECE A:
"SUPERMIXERS, C.A"
M.C



	ESTADO CARABOBO	NÚMERO DEL BOLETO: 11111111111111111111 <i>Super M y x</i> <i>111</i> VALOR DE IDENTIFICACION: _____ CATEGORIA: _____ <i>Ortiz</i> FECHA: <i>26-02-2003</i> BASE LEGAL: _____
REPÚBLICA BOLIVARIANA DE VENEZUELA	ESTADO CARABOBO	RENTA DE TÉRREOS FISCAL

DOS MIL BOLÍVARES

2000
Bs.





MINISTERIO DEL INTERIOR Y JUSTICIA

REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

Valencia, Veintiseis (26) de Julio
De Dos Mil CINCO 195° Y 146°

Presentada la anterior participación Cumplidos como han sido los requisitos de ley, inscribase en el Registro Mercantil Primero 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 EL ABOGADO : MARIA DE JESUS PARRA se

Inscribe en el Registro de Comercio bajo el No. 78 Tomo 67-A

Derechos pagados Bs. 170.830.00

Según planilla No. 217480

SENIAT No. 0370400

Por Bs.:

200.214.00

Identificación se efectuó así: MARÍA DE JESÚS PARRA, C.I.-- 7-100.609

La Reserva De La Denominación se cancelo Según Planilla Seniat 0428143 Por Bs. 58.800.00

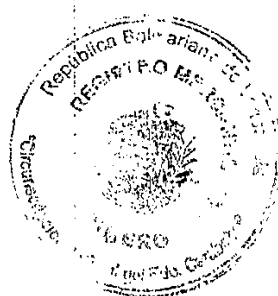
INS. MARITZA CASAÑAS

Esta página pertenece a: "SUPERMIXERS, C.A"

El Registrador Mercantil Primero.

(FDO) EDGARD R. AMELIACH L





45



"ACTA CONSTITUTIVA-ESTATUTOS SOCIALES DE "SUPERMIXERS, C.A.""

Nosotros, JOSE RAMON BRACHO DIAZ, y ANTONIA BEATRIZ DIAZ DE BRACHO, venezolanos, mayores de edad, soltero el primero y casada la segunda, titulares de las cédulas de identidad personal números: V.-7.061.121, y V.-2.868.181, respectivamente, domiciliados en Valencia, Estado Carabobo, declaramos: "hemos decidido constituir, como en efecto lo hacemos una sociedad mercantil, en forma de Compañía Anónima, la cual se regirá conforme a las cláusulas contenidas en esta Acta Constitutiva, la cual se redacta con suficiente amplitud para que sirva a la vez de Estatutos Sociales, siendo del tenor siguientes: PRIMERA-La compañía se denominará "**SUPERMIXERS, C.A.**," la cual tendrá como domicilio la Avenida Michelena, Centro Comercial Atlas, Locales B-01, Valencia, Estado Carabobo, pero podrá establecer sucursales, agencias y oficinas en cualquier otro lugar de la República, o en el exterior cuando así lo decida la Asamblea General de Accionistas.-



SEGUNDA- El objeto social será la compra, venta, importación, exportación, mantenimiento, distribución, y alquiler de maquinarias, equipos, herramientas, y materiales para la industria de la construcción; venta de concreto premezclado, elaboración de proyectos, construcción de obras civiles; en general cualquier otro acto de lícito comercio indispensables para la consecución de los fines propuestos conexos con el objeto principal.- TERCERA- El lapso de duración es de VEINTE (20) años, contados a partir de su inscripción en el Registro Mercantil, pudiendo ser disuelta y liquidada antes de su término o prorrogada por lapsos iguales y consecutivos, cuando así lo dispongan en una Asamblea de Accionistas y se haga la correspondiente participación al Registro Mercantil antes del vencimiento de su término o de cualquiera de sus prórrogas.-

CUARTA- El capital social de la compañía es de DIEZ MILLONES DE BOLIVARES (Bs. 10.000.000,00), divididos en DIEZ MIL (10.000) acciones nominativas, no convertibles al portador, con un valor nominal de UN MIL BOLIVARES (Bs. 1.000,00) cada una, las cuales fueron suscritas y pagadas totalmente por sus accionistas, así: JOSE RAMON BRACHO DIAZ, ha suscrito y pagado NUEVE MIL (9.000) ACCIONES, por un valor nominal de UN MIL BOLIVARES (Bs. 1.000,00), cada una que suman la cantidad de NUEVE MILLONES DE BOLIVARES (Bs. 9.000.000,00); y ANTONIA BEATRIZ DIAZ, ha suscrito y pagado, UN MIL (1.000) ACCIONES, por un valor nominal de UN MIL BOLIVARES (Bs. 1.000,00), cada una que suman la cantidad de UN MILLON DE BOLIVARES (Bs. 1.000.000,00).- El pago total del capital social suscrito se evidencia de Inventario, debidamente suscrito por Contador Público Colegiado así como por todos los socios, el cual se anexa a la presente Acta Constitutiva, marcada con la letra "A". QUINTA- Las acciones de la sociedad dan a los



accionistas iguales derechos, cada una de ellas representan un voto en las Asambleas, y su propiedad se comprobará mediante las inscripciones y declaraciones en el Libro de Accionistas de la Sociedad. Los títulos de las acciones podrán emitirse por una o más acciones, y deberán ser firmados por DOS (02)

DIRECTORES.- SEXTA.- En el caso de aumento de capital o de cesión de las acciones, los accionistas gozarán de un derecho preferente para adquirir o suscribir las mismas proporcionalmente al número de acciones de que sean propietarios.- En el caso de cesión los accionistas ejercerán su derecho, dentro del lapso de treinta (30) días, contados a partir de la notificación que por escrito hiciere el cedente, a través de las Administradoras de la compañía, a quienes gocen de este derecho de acuerdo con el valor que tengan según el último Balance.- Son nulas y sin ningún efecto las cesiones que se hicieren contraviniendo las disposiciones anteriores, pudiendo los accionistas que gocen de este derecho subrogarse al extraño, dentro de los treinta (30) días siguientes, a la inscripción de la declaración de cesión que se hubiere hecho en el Libro de Accionistas, según el valor que tengan de acuerdo al último Balance.- **SÉPTIMA.-** La Administración de la compañía estará a cargo de DOS (02) **DIRECTORES**, quienes podrán ser o no accionistas de la Compañía; durarán dos (2) años en el ejercicio de sus funciones pudiendo ser reelegidos.- Para su gestión deberán depositar dos (02) acciones en la Caja Social, en el caso de que fueren accionistas, y si no fuesen, quienes lo hayan propuesto para el cargo deberán hacer el depósito de dichas acciones, las cuales quedan afectadas para cubrir la responsabilidad de su gestión.- **OCTAVA.-** Los **DIRECTORES**, actuando conjunta o separadamente tendrán la representación de la sociedad por ante las autoridades judiciales, administrativas de carácter nacional, estatal, municipal, personas naturales y jurídicas, sean éstas últimas de derecho público o privado, con plenas facultades para representarla, obligarla, y efectuar todos los actos de administración y disposición dentro de los límites establecidos en estos Estatutos.- En sus relaciones con terceros podrán celebrar todo tipo de contrato, cualesquiera sean su naturaleza que no requiera autorización de la Asamblea, y en consecuencia tendrán las atribuciones siguientes: 1) Comprar, vender, permutar, dar en prenda y gravar bienes muebles e inmuebles; 2) dar y recibir dinero en préstamo, fijando plazo y estableciendo condiciones; otorgar finiquitos, esperas y quitas; 3) abrir, movilizar, y cerrar cuentas corrientes, o de cualquier otra naturaleza; librar, aceptar, endosar, letras de cambio, pagarés, y cualquiera otros efectos cambiarios; 4) contratar y despedir empleados fijándoles su sueldo, remuneraciones especiales y condiciones de trabajo; 5) otorgar y firmar toda clase de documentos públicos y privados y papeles de negocios; 6) conferir y revocar a nombre de la Compañía, poderes especiales o generales, con facultades de disposición o que excedan de la simple tramitación del proceso, tales como transigir, desistir de la acción o del procedimiento, convenir en la demanda, y cualquier otra facultad que implique disposición o responsabilidad; 7) cobrar y ordenar el cobro judicial y extrajudicial de las deudas que existan a favor de la compañía; 8) resolver sobre el destino que debe

dársele a los fondos de garantía y proponer a la Asamblea la constitución de cualquier fondo de reserva de previsión; 9) ordenar que sean entregados a los accionistas los dividendos que les corresponda, una vez que sea aprobado el Balance por la Asamblea, y fijar la fecha de sus entregas; 10) formular y dirigir los planes de trabajo de la sociedad, de acuerdo con sus fines; considerar y ejecutar los presupuestos de inversiones y gastos aprobado por la Asamblea; 11) preparar y presentar el Informe Anual, el correspondiente al Balance General de Cuentas Demostración de Ganancias y Pérdidas; 12) Convocar las Asambleas de Accionistas; 13) Cumplir los Acuerdos y Resoluciones que emanen de la Asamblea.

NOVENA. Las Asambleas son Ordinarias o Extraordinarias. Las Ordinarias se celebrarán dentro de los tres (3) meses siguientes a la terminación de cada ejercicio económico, en la sede social, y en el día y hora que indique la convocatoria. Las Extraordinarias podrán ser convocadas en cualquier oportunidad cuando así lo decidan cualquiera de los Administradores, o cuando se lo soliciten un número de accionistas que representen el veinte por ciento (20%), por lo menos, del capital social.

DECIMA. Las Asambleas Ordinarias o Extraordinarias, serán convocadas con cinco (5) días naturales de anticipación, por lo menos, mediante fax, telegrama, correspondencia, o publicación por la prensa, en periódicos de circulación, indicándose su objeto, fecha hora y lugar de reunión. En el caso de los tres (3) primeros medios de convocatoria, la misma se efectuará en la dirección que por escrito haya suministrado el accionista a tales fines. Sin embargo, podrá omitirse esta formalidad, en cualquier momento, y declararse constituida la Asamblea, si en ella se encontrase reunida o representada la totalidad del capital social.

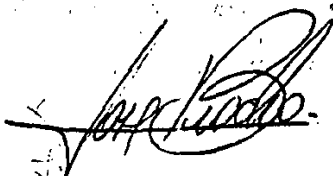
DECIMA PRIMERA. Para todos los asuntos, inclusive los mencionados en el artículo 280, del Código de Comercio, se requiere la presencia de accionistas que representen más de la mitad del capital social, y los Acuerdos y Resoluciones, se tomarán por mayoría simple votos. Los Acuerdos y Resoluciones de las Asambleas de Accionistas válidamente constituidas serán obligatorias, tanto para los presentes como para los ausentes. Los accionistas que no pudieran concurrir personalmente, tendrán derecho a hacerse representar constituyendo apoderados mediante simple carta poder.

DECIMA SEGUNDA. De toda sesión se levantará un acta que será redactada y firmada por todos los presentes, durante un receso acordado al efecto, expresándose en ella, el número de accionistas presentes, así como los haberes que representen, y las Decisiones, Acuerdos y Resoluciones que se tomen.

DECIMA TERCERA. La Asamblea General Ordinaria, tiene las atribuciones siguientes: 1) considerar, modificar, rechazar o aprobar el Balance y Cuentas presentadas por DIRECTORES, con vista del Informe del Comisario, 2) designar a los Administradores, al Comisario, fijándoles su sueldos y remuneraciones; 3) acordar la creación de apartados especiales para reservas, garantías, y cualquier otro fin, y ordenar el empleo de dichos fondos; 4) decretar los dividendos de la sociedad y acordar su pago; 5) conocer de cualquier otro asunto que determinen los Estatutos o que le sea especialmente sometido.

DECIMA CUARTA. La Asamblea Ordinaria de Accionistas elegirá un

(1) Comisario, quien durará dos (2) años en el ejercicio de sus funciones, pudiendo ser reelegido, y tendrá, además, de las atribuciones que le señala el Código de Comercio, las siguientes: a) examinar los estados financieros y los libros de contabilidad; b) firmar conjuntamente con los DIRECTORES, si los encuentra correctos, los Balances Anuales, dando cuenta a la Asamblea de las incorrecciones que observe.- **DECIMA QUINTA**.- El primer ejercicio económico de la Compañía comenzará a contarse a partir de su inscripción en el Registro y terminará el 31 de diciembre del año 2.005. Después de terminado el primer ejercicio, el año económico comenzará el primero de enero del 2.006 y terminará el 31 de diciembre del 2.006, y así sucesivamente.- **DECIMA SEXTA**.- El 31 de diciembre de cada año calendario se liquidarán y cortarán las cuentas y se formará un Balance o Estado General de la Comparación, con las determinaciones de las utilidades o pérdidas en el ejercicio económico, sin perjuicio de que se hagan otros balances de conformidad con lo establecido en el Código de Comercio.- **DECIMA SÉPTIMA**.- Verificado que sea el Balance General sobre el estado de los negocios, las utilidades líquidas se distribuirán así: a) cinco por ciento (5%), para el Fondo de Reserva Legal hasta cubrir el diez por ciento (10%) del Capital Social; b) El remanente de las utilidades se distribuirán entre los accionistas, por conceptos de dividendos, en la fecha y oportunidad que fija la Asamblea, sin perjuicio de que la Asamblea de Accionistas acuerde la creación de otro u otros fondos, en cuyo caso se distribuirá lo restante, a no ser que se acuerde la aplicación de su totalidad a otros fines.- **DECIMA OCTAVA**.- En todo lo no previsto en los presentes Estatutos Sociales la compañía se regirá por lo dispuesto en el Código de Comercio.- **DECIMA NOVENA**.- Para proveer los cargos han sido electos por unanimidad como **DIRECTORES** a los accionistas **JOSE RAMON BRACHO DIAZ** y **ANTONIA BEATRIZ DIAZ**, plenamente identificados, y como **COMISARIO** al ciudadano **HUMBERTO CARDONA**, venezolano, mayor de edad, titular de la cédula de identidad personal número V.-8.727.234, Contador Público Colegiado, inscrito en el C.P.C. bajo el Nº 18.517, domiciliado en Valencia.- Se anexa carta de aceptación distinguida con la letra "B".- **VIGÉSIMA**.- Queda autorizado el abogado **MARIA DE JESÚS PARRA**, venezolano, mayor de edad, titular de la cédula de identidad personal número V.-7.100.609, inscrito en I.P.S.A. bajo el Nº 95.773, de este domicilio, para que realice todos los actos de tramitación legal de la Compañía, como son la presentación, inscripción y publicación.- Así lo decimos y firmamos en Valencia Estado Carabobo hoy, día, mes y año de la nota de respectiva.-







VALENCIA, Veinte seis (26)

DE Julio

DE DOS MIL CINCO

FDOS MARIA DE JESÚS PARRA

(FDO) EDGARD R. AMELIACH L.

SE EXPIDE LA PRESENTE COPIA CERTIFICADA PARA SU PUBLICACION SEGUN PLANILLA DE
LIQUIDACION No. 217480



Dr. Edgard R. Ameliach L.
REGISTRADOR MERCANTIL PRIMERO
DEL ESTADO CARABOBO

ESTE FOLIO PERTENECE A LA COMPAÑIA: "SUPERMIXERS, C.A"

DOCUMENTO REGISTRADO BAJO EL No.: 78

TOMO No.: 67-A



Dr. Edgard R. Ameliach L.
REGISTRADOR MERCANTIL PRIMERO
DEL ESTADO CARABOBO

GLORIA WILLIAMS SKINNER

Interprete Público Español - Inglés

Gaceta Oficial de Venezuela

Nº. 22938 del 7 de Junio de 1949