F07000004810

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000240476 3)))

H070002404763ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Ferremundial, C.A., Inc.

Certificate of Status	1
Certified Copy	0
Page Count	20
Estimated Charge	$78.75

Electronic Filing Menu Corporate Filing Menu Help

T. Burch SEP 27 2007

H07000240476

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:

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Ferremundial, C.A., Inc.
(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. ____________
(FEI number, if applicable)

4. January 22, 1980
(Date of Incorporation)

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

6. September 26, 2007
(Date first transacted business in Florida, if prior to registration)
(See Section 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1050 East 25th Street, Hialeah FL 33013
(Principal office address)

1050 East 25th Street Hialeah, FL 33013
(Current mailing address)

8. Investment holding company
(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: Corporate Creations Network Inc.

Office Address: 11380 Prosperity Farms Road #221E

Palm Beach Gardens, Florida 33410
(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.

Yulia Ogurchikova, Assistant Secretary
(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.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H07000240476

H07000240476

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

A. DIRECTORS

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director: Heliodoro Batista Lorenzo
Address: 1050 East 25th Street
Hialeah FL 33013

Director: Pedro J. Batista Lorenzo
Address: 1050 East 25th Street
Hialeah FL 33013

Director: Gabriel A. Batista Lorenzo
Address: 1050 East 25th Street
Hialeah FL 33013

Director:
Address:

B. OFFICERS

President Pedro J. Batista Lorenzo
Address: 1050 East 25th Street
Hialeah FL 33013

Address:

Secretary
Address:

Treasurer
Address:

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

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

14. Pedro J. Batista Lorenzo, President, by Y. Ogurchikova as attorney-in-fact
(Typed or printed name and capacity of person signing application)

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H07000240476

H07000240476

MARY L PAZ
República de Venezuela
INTERPRETE PUBLICO
C. I. 4.086.342

I, Mary Lisbeth Paz, Certified Translator for the Republic of Venezuela in the English language, according to title published in the Official Gazette of the Republic of Venezuela under No 32.434 of the 16th of March, 1982 and registered in the Principal Office of the Public Registry of the Federal District on the 29th of January, 1982, under No 311, page 159, Second Volume of the Sole and principal Book, registered in the First Court of First Instance in Civil Matters of this City, the 3rd of February, 1982, certify that the attached document in Spanish which was presented to me for its translation into English, textually reads as follows:..

Mercantile Registry of the Judicial Circumscription of the Federal District and State of Miranda. Dr. ALBERTO DIAZ MENDEZ.- Second II Mercantile Registrar of the Judicial Circumscription of the Federal District and State of Miranda, hereby certifies: that the Commercial Registry entry contained herein, recorded in Volume 10-- A Second is of the following tenor: "Number"11. The undersigning Mercantile Registrar, hereby certifies that: the Participation, Note and Document copied herein are true and exact copies of the originals which read as follows:..........................

Office of the undersigning, Mercantile Registrar of the Judicial Circumscription of the Federal District and State of Miranda.- I, HELIODORO BATISTA LORENZO, Venezuelan, of legal age, holder of identity card No. 4,492,898, Executive Vice-Chairman of "FERREMUNDIAL C.A. duly authorized by the Document of Incorporation and By Laws of the Company, a mercantile company of this domicile I hereby appear before this Office to expose:....................................

In compliance with Article 215 of the Code of Commerce, I hereby present the Document of Incorporation of the aforementioned Company, and the bank voucher, so that upon fulfilling all the requirements set forth by Law, be registered, affixed and published.-..............................

In Caracas, on January seventeen nineteen eighty.- Signed: HELIODORO BATISTA LORENZO, Executive Vice-Chairman..

The document bears the seal of Dr. Thamara Sayegh Allup, Bar No 9782 Attorney.- Law Firm "Sayegh Allup Asociados Attorneys in Law", Centro Paraima, Piso 8, Oficina 802, entre Calle La joya y Elice – Ave. Libertador – Telephones: 31.35.10 – 31.34.68 -31.47.27 -31.31.42 – Caracas..

Second Mercantile Registry of the Judicial Circumscription of the Federal District and State of Miranda. Caracas, January 22, nineteen eighty. Historical years 170 and 121. Having fulfilled all

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARY L. P...
República de V...
INTERPRETE PUBLICO
C. I. 4,086,342

legal requirements be this document acknowledged as presented and recorded in the Mercantile Registry together with any other document attached thereto; affix and publish the respective entry and open the corresponding file of the Company, filing the original with the By Laws and other accompanying documents. A copy of the document is issued for publication. The afore document drafted by Dr. Thamara Sayegh Allup, is recorded in the Registry of Commerce under No 11, Volume 10-A Second, Fees paid Bs. (blank) as per form No 21401. Identification was made as follows: HELIODORO BATISTA LORENZO IC No. 4,492,898, presented tax forms No 0099548; 0045094;0951946;0099631 and 0045076. Second Mercantile Registrar (signed) Alberto Diaz Mendez..

We, LEOCADIO BATISTA HERNANDEZ, Venezuelan, of legal age, businessman, of this domicile, holder of identity card No 2,856,965; JOSE SILVA LUIS, Venezuelan, businessman, of legal age, engineer, of this domicile, holder of identity card No. of legal age, engineer, of this domicile, holder of identity card No. 2,856,965; HELIODORO BATISTA LORENZO, Venezuelan, of legal age, engineer, of this domicile, holder of identity card No. 4,492,898; PEDRO BATISTA LORENZO, Venezuelan, of legal age, engineer, of this domicile, holder of identity card No 3,497,390 and GABRIEL ARMANDO BATISTA LORENZO, Venezuelan, of legal age, businessman, of this domicile, holder of identity card No 4.349.207, hereby declare:..

That we have agreed upon by mutual consent to create a Stock Company ruled by the following Articles, which have been drafted with sufficient amplitude to serve as the Document of Incorporation and By Laws of the Company..

Chapter I
Name, Domicile and Object

Article One: The name of the Company shall be: "FERREMUNDIAL, C.A.", ...

Article Two: The domicile of the Company shall be the City of Caracas, and the Company may open branches and agencies in any other location of the Republic by resolution of the General Shareholders' Meeting..

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARY ... República ... INTERPRETE PUBLICO C. I. 4.086.342

Article Three: The object of the Company shall be to involved in activities of representation, investments, distribution, imports, purchases, sales, manufacturing and preparation of products in the area of hardware, as well as the development of any kind of related activity, inherent or necessary for the fulfillment of these objectives, such as commercial operations, related to or required for the attainment of the Company objectives, the exploitation of any other type of legal business and in general, any related activity for the benefit of the Company or that may contribute to its development...

Chapter II

Duration, Capital and Shares

Article Four: The duration of the Company shall be thirty (30) years, as of the date of registration of this document before the competent Registry, extendable for equal periods of time if the General Shareholders' Meeting so decides...

Article Five: If the General Shareholders' Meeting should decide on the dissolution of the Company, it shall be done in accordance with the provisions set forth in the Code of Commerce for such cases.

Article Six: The capital of the Company shall be one million five hundred thousand bolivars (Bs. 1,500,000.oo), divided in one thousand five hundred (1500) nominative shares of one thousand bolivars (Bs. 1,000.oo) each.

Article Seven: The Capital of the Company can be increased if any General Shareholders' Meeting so decides.

Article Eight: The shares subscribed are one thousand five hundred (1,500) shares with a value of one thousand bolivars (Bs. 1,000.oo) each. The aforementioned shares have been subscribed and paid in the following manner:...

The shareholder LEOCADIO BATISTA HERNANDEZ, subscribes three hundred (300) nominative shares of one thousand bolivars each (Bs. 1,000.oo) for a total of three hundred thousand bolivars (Bs. 300,000.oo)...

The shareholder JOSE SILVA LUIS, subscribes three hundred (300) shares of one thousand bolivars each (Bs. 1,000.oo) for a total of three hundred thousand bolivars (Bs. 300,000.oo).......

MARY I. DIAZ
República de Venezuela
INTERPRETE PUBLICO
C. I. 4.086.342

The shareholder HELIODORO BATISTA LORENZO, subscribes three hundred (300) shares of one thousand bolivars each (Bs. 1,000.oo) for a total of three hundred thousand bolivars (Bs. 300,000.oo)..

The shareholder PEDRO BATISTA LORENZO, subscribes three hundred (300) shares of one thousand bolivars each (Bs. 1,000.oo) for a total of three hundred thousand bolivars (Bs. 300,000.oo)..

The shareholder GABRIEL ARMANDO BATISTA LORENZO, subscribes three hundred (300) shares of one thousand bolivars each (Bs. 1,000.oo) for a total of three hundred thousand bolivars (Bs. 300,000.oo)..

The shares have been paid in twenty percent of the capital share of each of the shareholders, the Capital paid is the sum of THREE HUNDRED THOUSAND BOLIVARS (Bs. 300,000.oo). Said amount has been paid proportionally to the participation of each of the shareholders, as evidenced in the bank voucher attached hereto to be added to the file. The remaining amount of ONE MILLION TWO HUNDRED THOUSAND BOLIVARS (Bs. 1,200,000.oo) shall be accounted for and paid by each of the shareholders whenever the General Shareholders' Meeting so decides..

<u>Article Nine:</u> Each share has the right to one vote in the Shareholders' Meeting........................

<u>Article Ten:</u> Shares can be issued in titles of one, two or more shares and must bear the signature of the Chairman and Executive Vice-Chairman of the Company except for their shares, which shall be signed also by the Commissary..

<u>Article Eleven:</u> When a shareholder wishes to sell one or more of his shares, priority should be given to the remaining shareholders; thus the selling shareholder must notify about his intention to sell in writing to the other shareholders of the Company after which, said shareholder must wait at least fifteen working days (15) before selling his/her shares to non shareholders of the Company. Said notification must be in writing, addressed to the Board of Directors and said offer should be notified by other mean, if that were the case..

<u>Article Twelve:</u> The buying shareholder must offer the same price as the one offered by third parties, otherwise the selling shareholder shall be free to sell his shares at the highest tender.....

Article Thirteen: The assignment or transfer of shares must be authorized by the Chairman and Executive Vice-Chairman of the Company by signing the shares and the Shareholders' Book.....

Chapter Four

Administration of the Company

Article Fourteen: The business of the Company shall be managed by a Board of Directors consisting of one (1) Chairman, one (1) Executive Vice-Chairman and three (3) Directors. The members of the Board of Directors must be shareholders of the Company and shall act jointly, always two (2) of any of the members of the Board..

Article Fifteen: The members of the Board of Directors shall hold office until the next annual election of Directors in a General Shareholders' Meeting, during which their salaries and other remunerations shall be fixed..

Article Sixteen: All the members of the Board of Directors, before going into office, shall deposit in the Corporate Fund of the Company a minimum of ten (10) shares each, in compliance with Article 244 of the Code of Commerce..

Article Seventeen: The Board of Directors shall exercise all the powers of the Company and its members may contract obligations on behalf of the Company with the joint signatures of two (2) of any of its members, except as otherwise required by the Shareholders' Meeting. The decisions of the Board of Directors shall be adopted with the favorable vote of fifty percent (50%) plus one of its members, each member representing one (1) vote. The absences of the Chairman from the Board of Directors shall filled by the Executive Vice-Chairman who shall exercise the functions of the Chairman and one (1) of the Directors shall fulfill the duties of the Executive Vice-Chairman during the absence of the Chairman. Said positions shall be filled by the members of the Board of Directors and reflected in the minutes of Board's Meeting..

Article Eighteen: The attributions of the Chairman shall be:

a) Preside the Board of Directors' Meeting

b) Be responsible for the execution and coordination of the decisions adopted by the Board

c) Present an annual report on the Company's results and the general status of the business

Article Nineteen: The Chairman and Executive Vice-Chairman shall:

MARY PA
República de Venezuela
INTERPRETE PUBLICO
C. I. 4.086.342

a) Represent the Company in all acts and before natural or juridical persons.

b) Represent the Company in legal and judicial proceedings and to convene, relinquish, compromise, submit to arbitration, designate special or general attorneys and remove them.

c) To sign shares and the assignments and transfers thereof, except in cases where the assignment or transfer is with their shares or for them in which case, said shares must also bear the signature of the Commissary.

Article Twenty: The attributions of the Board of Directors are:

a) To represent the Company in all acts and events and before any authorities or natural or juridical persons.

b) To the fix general expenses of the Company and authorize any extraordinary expense, except for its own remuneration, which shall be fixed in the General Shareholders' Meeting.

c) To appoint and remove employees and fix their salary...

d) Any member of the Board of Directors may call for the General Shareholders' Meeting..........

e) Any two (2) members of the Board of Directors, may sign jointly any type of documents of the Company and authorize the signature of checks, notes, bills of exchange, payment orders or otherwise any type of commercial instruments and verify them, make endorsements, issue guarantees, discounts, protests, transfers and other pertinent commercial operations, open, close, formalize checking accounts, issue invoices, quittances, and cancellations..................

f) To purchase, sell, lease, encumber, dispose of the real state and property of the Company, to sign on behalf of the Company any public or private document considered necessary, before the Public Registry or Notary Public offices...

g) To present an annual report on the management performance and general status of the business of the Company...

h) To take and reflect the minutes of each of the Board of Directors' Meeting signed by all the attendants. Any shareholder may request copies of the Minutes or request, at any time, to read them.

Article Twenty One: The Company shall have one (1) Chairman, one (1) Executive Vice-Chairman, three (3) Directors and one (1) Commissary...

H07000240476

Article Twenty Two: The Commissary may or may not be a shareholder of the Company and shall hold office for a period of one(1) year, appointed by the General Shareholders' Meeting, with the possibility of being reelected; the salary and other remunerations shall be fixed at the beginning of the office..

Article Twenty Three: Besides the provisions set forth in the Code of Commerce for this officers, the Commissary shall have the following attributions:...

a) To review, certify and sign in signal of approval the annual report and general balance that the Chairman must present to the General Shareholders' Meeting...

b) To do periodical revisions of the Company's accounts, assets appraisals, and report the results to the Chairman and Executive Vice Chairman of the Company.......................................

c) To sign together with the Chairman and Executive Vice-Chairman all the assignments and transfer of shares, in the cases foreseen in paragraph "c" of Article Nineteen of these By Laws..

Chapter IV

Shareholders' Meetings

Article Twenty Four: The General Shareholders' Meeting shall meet once (1) a year in the City of Caracas during the second half of the month of January . The Meeting shall be called by press or by written notice given to each shareholder at least eight days before the celebration of the Meeting, stating the purpose, date, place and hour of the Meeting...

Article Twenty Five: The objective of the Meeting is set forth in Article 275 of the Code of Commerce and in the Company's By Laws...

Article Twenty Six: The Special Shareholders' Meeting shall be called, after due notice, according to the provisions set forth for the General Shareholders' Meetings:

a) Whenever it is appropriate for the social interests of the Company or requested by any member of the Board of Directors...

b)Whenever it is requested by shareholders representing one fifth 1/5 of the Capital Stock of the Company..

c) In case of absence or any impediment to hold office of any of the members of the Board of Directors or Commissary, in which case the new officer or officers shall be designated.............

H07000240476

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAZ
República de Venezuela
INTERPRETE PUBLICO
C. I. 4.086.342

Article Twenty Seven: The decisions adopted by the Shareholders' Meetings shall be definite and irrevocable for all shareholders, and the Board of Directors shall be the only one responsible to enforce the decisions or resolutions thereof...

Article Twenty Eight: The quorum of the Meetings shall be represented by fifty one percent (51%) of the Capital Stock of the Company , whenever this quorum is not attained in the first Summons, a new meeting shall be called within the next three days and the Meeting shall be held without requiring previous notification...

Article Twenty Nine: Any Meeting can be held without any previous notification, provided that the whole Capital Stock is represented.

Article Thirty: Shareholders may be represented in all the Meetings by proxy or a power of attorney..

Chapter V

Fiscal Year, Accounting and General Balance

Article Thirty One : The fiscal year of the Company shall begin on January 1st and end on December 31st of each year...

Article Thirty Two: The liquid profits shall be distributed as follows:

a) FIVE PERCENT (5%) to create the Reserve Fund set forth in Article 262 of the Code of Commerce, until reaching TEN PERCENT (10%) of the Capital Stock.....................................

b) The remaining profits shall be distributed as Dividends to shareholders or invest them in the Company's businesses or otherwise as the General Shareholders' Meeting so decides.............

Article Thirty Three: It is understood that liquid profits, as used in the previous article, means the sum of gross income of the Company less the deduction of the following accounting items:

a) overhead

b) extraordinary or unanticipated expenses

c) Depreciation of assets according to the Law

d) Reserves for employees

e) Reserve fund for account receivables

f) Amortization of installation costs

g) Any other analogous item

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article Thirty Four: From the annual income, a general accounting balance shall be prepared and the Executive Vice- Chairman, once approved by the Commissary , shall present it to the General Shareholders' Meeting for revision and approval..

Article Thirty Five: Should any fiscal year show losses for an amount not greater than twenty five percent (25%) of the Capital Stock, the shareholders of the Company shall reinstate, according to their percentage of participation, the amount lost within the next NINETY (90) days following the Shareholders' Meeting. Should the loss be greater than this amount, the Shareholders' Meeting may decide, by absolute majority, the reinstatement of the amount of the loss or proceed to the dissolution of the Company..

Chapter Five

Final Provisions

Article Thirty Six: None of the members of the Board of Director in office, may grant bonds or guarantees against obligations contracted with third parties that are not part of the Company.

Article Thirty Seven: In case of death of any one (1) shareholder, the shares of the deceased shareholder shall be represented only by one (1) heir before the General Shareholders' Meeting.

Article Thirty Eight: The following shareholders have been elected as:

Chairman: LEOCADIO BATISTA HERNANDEZ; Executive Vice-Chairman: HELIODORO BATISTA LORENZO; Directors: JOSE SILVA LUIS, PEDRO BATISTA LORENZO and GABRIEL ARMANDO BATISTA LORENZO and RICARDO SAYEGH ALLUP as Commissary, who is Venezuelan, of legal age, of this domicile, holder of identity card No 3.139.556, who will exercise their functions in accordance with the provisions set forth in these By-Laws and Document of Incorporation..

HELIODORO BATISTA LORENZO as Executive Vice-Chairman, was entrusted to do the registration, notification and publication according to the Law before the competent Registry Office...

Signed: LEOCADIO BATISTA HERNANDEZ
Signed: GABRIEL ARMANDO BATISTA LORENZO
Signed: GABRIEL ARMANDO BATISTA LORENZO
Signed: JOSE SILVA LUIS

MARY L. PAZ
República de Venezuela
INTERPRETE PUBLICO
C.I. 4.086.342

Signed: PEDRO BATISTA LORENZO

Caracas, January 22nd , nineteen eighty. Signed HELIODORO BATISTA LORENZO – ALBERTO DIAZ MENDEZ. The certified copy hereto is issued upon request of the interested party as per form No29090. Signed ALBERTO DIAZ MENDEZ.- This page belongs to the Document of Incorporation of the Company "FERREMUNDIAL C.A." registered in the Mercantile under No 11, Volume 10- A Second. Signed (illegible) Translator's note: All the pages of the document are stamped with the official seal of the Mercantile Registry for the Federal District and State of Miranda. This is a true and exact translation into English of the attached document made upon request of the interested party, in witness whereof I sign and affix my seal in Caracas on March 30, 2003...

MARY L. PAZ
República de Venezuela
INTERPRETE PUBLICO
C. I. 4.088.342

118 c/t Caf

REGISTRO MERCANTIL

Estampilla

REGISTRO MERCANTIL

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

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCTOR

ALBERTO DIAZ MENDEZ [redacted] *REGISTRADOR SEGUNDO DEL REGISTRO MERCANTIL*

DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA,

certifica:

Que el asiento Registro de Comercio que a continuación se inserta y el cual está inscrito en el

Tomo 10-A SGDO *es del Tenor siguiente: "Número"* 11

EL REGISTRADOR MERCANTIL quien suscribe, Certifica: Que PARTICIPACION NOTA Y DOCUMENTO *que se copian de seguida son*

traslado fiel de sus originales, los cuales dicen así:

PERA.TIP. S.R.L. - TLF. 572.15.09

ESCRITORIO JURIDICO
"Sayegh Allup Asociados"
Centro Parisia - Piso 4, Oficina [illegible], entre Calle La Joya y Elice - Avenida Libertador - Teléfonos: 31.35.10
31.54.68 - 31.47.27 - 31.31.42 - 31.18.04 - Caracas

REPUBLICA DE VENEZUELA

Dra. Thamara Sayegh Allup
Inpreabogado Nº 6782

H - 78

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ciudadano

REGISTRADOR MERCANTIL DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA

Su Despacho.-

Yo, HELIODORO BATISTA LORENZO, venezolano, mayor de edad, ingeniero, de este domicilio, titular de la Cédula de Identidad Nº 4.492.898, procediendo en este acto en mi carácter de VICEPRESIDENTE EJECUTIVO de la entidad mercantil de este domicilio, "FERREMUNDIAL, C. A.", debidamente autorizado por el Acta Constitutiva y Estatutos Sociales de la misma, ante usted respetuosamente ocurro para exponer:-------------

A los efectos previstos en el Artículo 215 del Código de Comercio, presento el documento constitutivo de la expresada Compañía y comprobante bancario, para que previa la comprobación de haberse cumplido los requisitos exigidos por la Ley, se ordene su registro, fijación y publicación.---

En Caracas, a los diecisiete días del mes de enero del año mil novecientos ochenta.---

(FDO)

HELIODORO BATISTA LORENZO

VICEPRESIDENTE EJECUTIVO

H07000240476

Nosotros, LEOCADIO BATISTA HERNANDEZ, venezolano, mayor de edad, comerciante, de este domicilio, titular de la Cédula de Identidad Nº 2.956.002; JOSE SILVA LUIS, venezolano, mayor de edad, comerciante, de este domicilio, titular de la Cédula de Identidad Nº 2.856.965; HELIODORO BATISTA LORENZO, venezolano, mayor de edad, ingeniero, de este domicilio, titular de la Cédula de Identidad Nº 4.492.898; PEDRO BATISTA LORENZO, venezolano, mayor de edad, ingeniero, de este domicilio, titular de la Cédula de Identidad Nº 3.497.390 y GABRIEL ARMANDO BATISTA LORENZO, venezolano, mayor de edad, comerciante, de este domicilio, titular de la Cédula de Identidad Nº 4.349.207, por medio del presente documento DECLARAMOS:-------------------------

Que hemos convenido de mutuo y amistoso acuerdo en constituir como en efecto formalmente constituimos una COMPAÑIA ANONIMA que se regirá de acuerdo con los siguientes Artículos, los cuales han sido redactados con suficiente amplitud, para que sirvan a su vez de Acta Constitutiva y Estatutos Sociales.---------------------

CAPITULO I

DE LA DENOMINACION, DOMICILIO Y OBJETO

ARTICULO PRIMERO: La Compañía se denominará: "FERREMUNDIAL, C. A.".------------------

ARTICULO SEGUNDO: El domicilio de la Compañía será la ciudad de Caracas, pero podrá establecer sucursales y agencias en cualquier localidad de la República si así lo decidiere la Asamblea General de Accionistas.------------------------------------

ARTICULO TERCERO: El objeto de la Compañía será: La representación, inversiones, distribución, importación, compra, venta, fabricación y elaboración de productos relacionados con el ramo de ferretería, así como también, el desarrollo de toda actividad anexa, inherente o necesaria para el cumplimiento de estos objetivos, tales como operaciones de comercio, relacionadas y tendientes al logro de los fines de la Compañía, también podrá explotar cualquier otro negocio lícito y en general, cualquier actividad conexa que vaya en beneficio de la Compañía o que contribuya a su desarrollo.--

CAPITULO II

DEL PLAZO, CAPITAL Y ACCIONES

H07000240476

REPUBLICA DE VENEZUELA

H-78

te bancario que anexo se acompaña para ser agregado al expediente. El remanente o sea la cantidad de UN MILLON DOSCIENTOS MIL BOLIVARES (Bs. 1.200.000,oo) será enterado en Caja por cada uno de los Accionistas de acuerdo a su aporte, cuando lo decidiere la Asamblea General de Accionistas.---------------------------------------

ARTICULO NOVENO: Cada Acción da derecho a un voto en las Asambleas de Accionistas.

ARTICULO DECIMO: Las Acciones podrán emitirse en títulos de uno, dos o más Acciones y deberán ser firmadas por el PRESIDENTE y el VICEPRESIDENTE EJECUTIVO de la Compañía, salvo para las Acciones de ellos mismos, las cuales deberán ser firmadas además por el COMISARIO.--

ARTICULO DECIMO PRIMERO: Cuando un Accionista deseare vender una o más de sus Acciones, deberá dar prioridad a los demás Accionistas y así dejarlo saber mediante escrito que harán a los demás Accionistas de la Compañía, referente a su oferta, después de lo cual deberá esperar por lo menos QUINCE (15) días hábiles pasados los cuales podrá vender a personas no Accionistas de la Compañía. Dicho aviso deberá hacerlo por escrito dirigido a la JUNTA DIRECTIVA y además notificar la existencia de dicha oferta a través de cualquier medio.--------------------------------------

ARTICULO DECIMO SEGUNDO: Será requisito necesario, que el Accionista aspirante a comprador, iguale el precio de oferta de terceras personas, no siendo así, el Accionista vendedor queda en libertad de vender sus Acciones al mejor postor.-------

ARTICULO DECIMO TERCERO: Toda cesión o traspaso de Acciones deberá ser autorizado con las firmas del PRESIDENTE y del VICEPRESIDENTE EJECUTIVO de la Compañía, tanto en las Acciones como en el Libro de Accionistas, el cual a tal efecto llevará la Compañía.--

CAPITULO III

DE LA ADMINISTRACION

ARTICULO DECIMO CUARTO: La Compañía será administrada por una JUNTA DIRECTIVA compuesta por UN (1) PRESIDENTE, UN (1) VICEPRESIDENTE EJECUTIVO y TRES (3) DIRECTORES. Los miembros de la JUNTA DIRECTIVA deberán ser Accionistas de la Compañía y actuarán en forma conjunta, siempre DOS (2) de cualquiera de los miembros de la misma.---

H07000240476

H-78

además de sus firmas, con la firma del COMISARIO de la Compañía.---------------

ARTICULO VIGESIMO: Son atribuciones de la JUNTA DIRECTIVA:-----------------

a.-) Representar a la Compañía en todos sus actos y ante toda clase de autoridades y personas naturales o jurídicas.--

b.-) Fijar los gastos generales de la Compañía y ordenar los extraordinarios, salvo su propia remuneración, la cual la fijará la Asamblea General de Accionistas.--

c.-) Nombrar y remover los factores empleados fijándoles su remuneración.--------

d.-) Cualquier miembro de la JUNTA DIRECTIVA podrá convocar las Asambleas.--------

e.-) DOS (2) miembros cualesquiera de la JUNTA DIRECTIVA, podrán en forma conjunta firmar toda clase de documentos de la Compañía y autorizar con sus firmas cheques, letras de cambio, pagarés, órdenes de pago y todo género de títulos de comercio y verificar los mismos, endosos, avales, descuentos, protestos, traspasos y demás operaciones mercantiles pertinentes, abrir, cerrar, formalizar cuentas corrientes, otorgar recibos, finiquitos y cancelaciones.--------------------------------------

f.-) Comprar, vender, arrendar, gravar, enajenar y en cualquier forma disponer de los bienes muebles e inmuebles de la Compañía, firmando por la misma documentos públicos o privados que consideren necesarios, por ante las Oficinas de Registro Público o Notariales.--

g.-) Presentar anualmente el informe de su administración y estado general de los negocios de la Compañía.--

h.-) De toda reunión de la JUNTA DIRECTIVA, se levantará un Acta en el Libro que a tal efecto se llevará y las cuales serán firmadas por todos los presentes. Cualquier Accionista podrá solicitar copia de sus Actas o simplemente pedir al PRESIDENTE o al VICEPRESIDENTE EJECUTIVO de la Compañía se les permita leerlas.--------

ARTICULO VIGESIMO PRIMERO: La Compañía tendrá UN (1) PRESIDENTE, UN (1) VICEPRESIDENTE EJECUTIVO, TRES (3) DIRECTORES y UN (1) COMISARIO.------------------------

ARTICULO VIGESIMO SEGUNDO: EL COMISARIO podrá ser o no Accionista de la Compañía, durará en sus funciones UN (1) año, será nombrado por la Asamblea General de Accionistas, pudiendo ser reelegido y en cada oportunidad se le fijará sueldo y demás remuneraciones.---

H-78

Social de la Compañía, cuando este Quórum no se logre en la primera Convocatoria, se intentará una nueva reunión TRES (3) días después y ésta se instalará con los asistentes, sin necesidad de Convocatoria previa.-----

ARTICULO VIGESIMO NOVENO: Toda Asamblea se podrá establecer sin ninguna clase de Convocatoria, siempre y cuando en ellas estuviere representado el total de Capital Social.-----

ARTICULO TRIGESIMO: Los Accionistas podrán hacerse representar en todas las Asambleas, constituyendo apoderado mediante carta poder.-----

CAPITULO V

DEL EJERCICIO, CONTABILIDAD Y BALANCE

ARTICULO TRIGESIMO PRIMERO: El ejercicio económico de la Compañía comenzará a regir desde el día 1º de ENERO hasta el día 31 de DICIEMBRE de cada año en curso.---

ARTICULO TRIGESIMO SEGUNDO: Las utilidades líquidas se distribuirán así:-----

a.-) EL CINCO POR CIENTO (5%) para formar un Fondo de Reserva al cual hace referencia el Artículo 262 del Código de Comercio, hasta que éste último alcance al DIEZ POR CIENTO (10%) del Capital Social.-----

b.-) El remanente de utilidades podrá ser repartido en forma de Dividendos a los Accionistas o invertirlos en negocios de la Compañía o de la manera que determine la Asamblea General de Accionistas.-----

ARTICULO TRIGESIMO TERCERO: Se entiende por utilidades líquidas según se desprende del Artículo anterior, la suma de los ingresos brutos de la Compañía menos la deducción de las siguientes partidas contables:-----

a.-) Gastos generales ordinarios.-----

b.-) Gastos generales imprevistos o extraordinarios.-----

c.-) Depreciación de Activos según lo prevé la Ley.-----

d.-) Reservas para empleados.-----

e.-) Fondo de reservas para cuentas a cobrar.-----

f.-) Amortización de gastos de instalación.-----

g.-) Cualquier otra partida análoga.-----

ARTICULO TRIGESIMO CUARTO: Del producto anual del ejercicio se elaborará un balan-

H07000240476

FILED
2007 SEP 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H-78

CARACAS [illegible] DE [illegible] DE MIL NOVECIENTOS OCHENTA.(FDO)HELIODORO BATISTA LORENZO.ALBERTO DIAZ MENDEZ.SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACION SEGUN PLANILLA NO.29090

ALBERTO DIAZ MENDEZ

ESTA PAGINA PERTENECE AL DOCUMENTO DE CONSTITUCION DE LA COMPAÑIA FERREMUNDIAL C.A. INSCRITA EN EL REGISTRO MERCANTIL BAJO EL NO,11 TOMO 10-A SGDO