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(Address)

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(City/State/Zip/Phone #)

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AVENRUT CA
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:

JULIA YRENE AVENDANO
Name of Person

AVENRUT CA
Firm/Company

7350 SW 89TH STREET # 1707
Address

MIAMI FL 33156
City/State and Zip code

julia@avenrut.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Julia Avendano at (786) 715-0330
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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

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. AVENRUT CA (Corp)
(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. Not Applicable
(FEI number, if applicable)

4. 02/06/1970
(Date of incorporation)

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

6. Not Applicable
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Ave 2 El Milagro Edif 2001 Planta Baja Local 2 Maracaibo Edo Zulia Venezuela
(Principal office address)

7350 SW 89TH STREET STE 1707, MIAMI FL 33156
(Current mailing address)

8. Contractor and Transportation Services
(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: Julia Avendano

Office Address: 7350 SW 89TH STREET STE 1707

MIAMI, Florida 33156
(City) (Zip code)

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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.

Julia Irene Avendano
(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:

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A. DIRECTORS

Chairman: Julia Avendano

Address: 7350 SW 89TH Street # 1707

Miami FL 33156

Vice Chairman: Jose G Avendano

Address: Ave 2 El Milagro Edif 2001 Planta Baja Local 2 Maracaibo Edo Zulia Venezuela

Director:

Address:

Director:

Address:

B. OFFICERS

President: Julia Avendano

Address: 7350 SW 89TH Street # 1707

Miami, FL 33156

Vice President: Jose G Avendano

Address: Ave 2 El Milagro Edif 2001 Planta Baja Local 2 Maracaibo Edo Zulia Venezuela

Secretary:

Address:

Treasurer:

Address:

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

13. Julia Yerre Avendaño

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

14. Julia Avendano - President

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

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Ciudadano:
REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO ZULIA.
Su Despacho.-

Yo, Dalia Serrano, Mayor de edad, portador de la Cédula de Identidad N°. V.- 5504223 y domiciliado en el Municipio Autónomo Lagunillas del Estado Zulia, ante Usted, respetuosamente ocurro y expongo: Solicito de Ud. se sirva en expedirme la cantidad de: 2 4/6 Copia (s) Certificada (s) de los siguientes documentos:

2) Acta Constitutiva
2) Acta Asamblea fecha 15-07-91
2) " " " 31-05-96

al (los) cual (es) aparece (n) agregado (s) en el Expediente N°. 634 que corresponde a la Firma Mercantil Anéurril, C.A.

Ciudad Ojeda, 25 de 04 del 2001.

(Fdo)

REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL EDO. ZULIA

Ciudad Ojeda, 26 - 04-2.001 , 192 y 143.

Vista la anterior solicitud, se acuerda de conformidad: En consecuencia, expídase Copia Certificada a que se refiere y entréguese al Interesado:

EL REGISTRADOR MERCANTIL SEGUNDO/(Fdo.)BOZO RINCON O.Dr.OSBALDO BOZO RINCON. REGISTRADOR MERCANTIL/(HAY SELLO DEL DESPACHO)

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ISMAEL FERMIN F.

H 67 Nº 73213

Ciudadano

Juez 1º Primera Instancia en lo Civil y Mercantil del Estado Zulia

Su Despacho.-

Nosotros, GUENTER HEINZ RUTTERS y SILVESTRE AVENDAÑO VELAZCO, mayores de edad, casados, comerciantes, de nacionalidad alemana el primero, venezolano el segundo; titulares de las Cédulas de Identidad Nos. 620788 y 1934100, respectivamente y con domicilio en jurisdicción del Municipio Cabimas, Distrito Bolivar del Estado Zulia, ante usted ocurrimos para exponer: Que por el presente documento hemos convenido en constituir como en efecto constituímos, una Sociedad de Responsabilidad Limitada la cual se regirá por las siguientes cláusulas: PRIMERA: La Sociedad se denominará "AVENRUT S.R.L." y regirá en el comercio con esta misma denominación. SEGUNDA: El Objeto de la Sociedad es la explotación en el ramo de transportes en general y cualquier otra actividad relacionada con el ramo de lícito Comercio. TERCERA: El capital de la Sociedad es de TRESCIENTOS MIL BOLIVARES (Bs. 300.000,oo) que ha sido aportado por los socios en partes iguales y está representado en dinero efectivo, vehiculos, maquinarias, equipos de trabajo, edificios y otros útiles propios de ese tipo de negocio; segun inventario determinado y especificado, debidamente firmado por los socios sin que esto implique una limitación en la responsabilidad de la firma ni de sus contribuyentes. CUARTA: El domicilio de la Sociedad será la localidad de Punta Gorda, juriadicción del Municipio Cabimas, Distrito Bolivar del Estado Zulia y funciona en un locàl ubicado en la Calle Principal de la mencionada población de Punta Gorda, sin perjúicio de establecer sucursales en otras ciudades de la República, previa desición de los socios. QUINTA: Los socios de la Compañía son solidarios con Responsabilidad Limitada para obligar a dicha compañía. SEXTA: El dia treinta y uno de Diciembre de cada año se hará inventario y Balance general y las utilidades o perdidas serán repartidas o asumidas en partes iguales entre los socios. SEPTIMA: En caso de que alguno de los socios resuelva dar en venta su participación, deberá preferir al otro socio para la adquisición y si este no está interesado el vendedor quedará en libertad de vender o ceder según convenga a sus intereses. OCTAVA: La du-

...el Registro Mercantil, y en caso de disolución de la Socied... ...rá ...pada a los socios entre si, con seis meses por lo menos de anticipación. NOVENA: La contabilidad de la Sociedad deberá ser llevada al dia en forma clara y precisa, que permita determinar en cualquier momento su estado financiero. DECIMA: En caso de disolución de la Sociedad, ello será hecho por sus socios existentes, incluso herederos del que hubiere fallecido, teniendo los liquidadores las mismas facultades que durante la Vigencia de la Sociedad para todas las operaciones pendientes, pero no podrán iniciar otras. Los herederos de socios fallecidos o incapaces, podrán nombrar una única persona que los represente en la formación del Inventario o Balance General a practicar. DECIMA PRIMERA: La liquidación se hará en el menor tiempo posible observandose las reglas siguientes: a) Se pagarán las acreencias a terceros; b) luego las particulares de los socios, c) Los capitales aportados y por último los haberes provenientes de las utilidades se repartirán entre los socios enpartes iguales DECIMA SEGUNDA: Hacemos esta participación a los fines de que se ordene su inserción en el Registro Mercantil y sean expedidas una vez publicadas en la prensa local, tres copia del Registro respectivo. Ciudad Ojeda, seis de Febrero de mil novecientossetenta.-

JUZGADO DEL MUNICIPIO LAGUNILLAS, DISTRITO BOLIVAR

CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

Ciudad Ojeda, seis de Febrero de 1970

160 y 111

El anterior documento fue presentado para su reconocimiento Judicial y devolución por sus otorgantes: GUENTER HEINZ KUETTERS y SILVESTRE AVENDANO VELAZCO, identificados en el mismo. Leido que les fue, manifestaron su conformidad y bajo fé de juramento expusieron: "Su contenido es cierto y nuestras las firmas que lo suscriben". El Tribunal de conformidad con la Ley, lo declara reconocido Judicialmente y lo devuelve. Se cancelaron los derechos de ley.

El Juez:

Dr. ANGEL ... VILLASMIL

Los Otorgantes:

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2009 JUN 11 [illegible]

H-67. Nº 731322[illegible]

El Secretario: (Fdo.)

FRANCISCO DIAZ.

El Presentante:-

Juzgado Primero de Primera Instancia en lo Civil y Mercantil de la Circunscripción Judicial del Estado Zulia.-

Maracaibo:-Once de Febrero de 1.970.

160 y 111.-

Presentada. Se le dá entrada. Habilítese el tiempo que fuere necesario, jurada como ha sido la urgencia del caso.-Hágase como se pide.-Fíjese en copia en la Sala del Despacho e inutilícense timbres fiscales de [illegible] por valor de Bs. 60.oo-Archívese.-

El Juez:-

El Secretario:-

En la misma fecha se insertó bajo el No 88; Libro 68, Tomo 2 Paginas:- 297-300 Se fijó la copia.

El Secretario:-

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REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL EDO ZULIA

Ciudad Ojeda, [illegible] de Abril del dos mil uno

192 y 143 Se Certifica la presente Copia Fotostática a solicitud

de: Dalia [illegible]

Causó derechos según Planilla No. 142118

EL REGISTRADOR MERCANTIL SEGUNDO

Dr. Osbaldo Bolo [illegible]

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
ABR. 2001
H-99 3901846
1000 MIL BOLIVARES
SENIAT

REPUBLICA DE VENEZUELA
Ministerio de Hacienda
ABR. 2001
H-99 3719922
500 QUINIENTOS BOLIVARES
SENIAT

REPUBLICA DE VENEZUELA
100

ABR. 2001
Bs.232,00

2001
Bs.232,00

Bs.232,00

22 TOMO 1A.

Planilla # 191 033 32 3056

483

filing date:

02/06/1970.

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
DIRECCION DE REGISTROS Y NOTARIAS
REGISTRO MERCANTIL SEGUNDO
DE LA
CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

DOCTOR (A) OSWALDO BOZO RINCON.- Registrador Mercantil de la Circunscripción Judicial del Estado Zulia quien suscribe. C E R T I F I C A: Que ha confrontado la copia fotostática constante de tres(3) folios, que a continuación se reproduce, y que es traslado fiel y exacto de sus originales del acta constitutiva.-

que se encuentran agregados en el expediente No. 532.- con fecha 06-02-1970. de la firma mercantil "AVERRUT, C.A." antes S.R.L.

Se hace constar que, por aplicación analógica del Artículo 105 de la Ley de Registro Público, esta copia fotostática ha sido hecha en esta Oficina, por el ciudadano INGRID AGUIRRE BRICEÑO. con cédula de identidad No. V-4.524.012- persona capáz, autorizado por mí para hacerla, y quien, junto conmigo, suscribe la presente certificación y cada una de sus páginas:

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THE FOLLOWING ADDITIONS SHOULD BE APPENDED TO THE SUMMARY TRANSLATION OF THE SHAREHOLDERS MEETING MINUTES HELD ON JULY 15, 1991.

SOLE MEMBER PRESENT: SILVESTRE AVENDANO VELASCO, PROPERLY IDENTIFIED
CIVILIANS PRESENT: ELADIO ODUBER AND ENSO ASROLDO RINCOR ROJAS, PUBLIC ACCOUNTANTS

PRESIDED OVER MEETING: SILVESTRE AVENDANO VELASCO IN THE ROLE OF GENERAL ADMINISTRATOR.
ITEMS TO BE DISCUSSED:
FIRST: APPROVE, DECLINE OR MODIFY FINANCIAL STATEMENTS FOR YEARS ENDING 12/31/88, 1989 AND 1990 AS PREVIOUSLY REPORTED ON BY THE AUDITOR.

SECONDLY: TO DISCUSS THE CONVERSION OF AVENRUT FROM LIMITED LIABILITY COMPANY TO CORPORATION AND UPON APPROVAL, CHANGE OF THE CORPORATE STATUTES.

IN SUMMARY, THE SHAREHOLDERS AGREED TO THE CONVERSION OF AVENRUT FROM LIMITED LIABILITY COMPANY TO CORPORATION AND ARTICLES OF INCORPORATION WERE AMENDED ACCORDINGLY.

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I, Dorka Gonzalez Troche, hereby certify that I am fully bilingual in English and Spanish and therefore qualified to translate this document. I have done so to the best of my abilities.

Seals affixed
Copies authenticated and verified by Richard Prieto, Esq.

SHAREHOLDERS MEETING OF AVENRUT, CA HELD ON JUNE 10, 2008 AT 10:00 A.M. AT THE COMPANY'S HEADQUARTERS MET THE FOLLOWING: SILVESTRE AVENDANO VELASCO, BEARER OF IDENTIFICATION CARD V-1.934.100 REPRESENTING TWO MILLION FOUR HUNDRED FIFTY THOUSAND (2,450,000) SHARES, MARIA ANGELA DE AVENDANO, BEARER OF IDENTIFICATION CARD NO. V-2.821.943, REPRESENTING ONE MILLION FIVE HUNDRED THOUSAND (1,500,000) SHARES, JOSE GREGORIO AVENDANO, BEARER OF IDENTIFICATION CARD V-11.246.423, REPRESENTING THREE HUNDRED FIFTY THOUSAND (350,000) SHARES, JOSE JAVIER AVENDANO, BEARER OF IDENTIFICATION CARD V-12.32.773, REPRESENTING THREE HUNDRED FIFTY THOUSAND SHARES, AND JULIA IRENE AVENDANO, BEARER OF IDENTIFICATION CARD V-8.702.035 WHO REPRESENTS THREE HUNDRED FIFTY THOUSAND SHARES, WHO WISH TO HOLD A MEETING OF SHAREHOLDERS; A QUORUM WAS VERIFIED AND OBVIOUSLY FORMALIZING THE LEGAL REQUIREMENTS PUBLISHED AS PUBLISHED IN THE PREVIOUS MINUTES AND REPRESENTING THE COMPANY'S CAPITAL STOCK IN ITS ENTIRETY. THE SHAREHOLDER'S MEETING WAS PRESIDED OVER BY SILVESTRE AVENDANO VELASCO, PREVIOUSLY IDENTIFIED, WHO CALLS THE MEETING TO ORDER AND PROCEEDS TO READ THE ORDER. FIRST: SALE OF SHARES BY SILVESTRE AVENDANO VELASCO. SECOND: AMENDMENT OF ARTICLES FOUR AND SIX OF THE ARTICLES OF ORGANIZATION. MR. SILVESTRE AVENDANO VELASCO IMMEDIATELY STATED: "I HEREBY STATE MY DESIRE AND INTEREST IN SELLING MY SHARES IN THEIR ENTIRETY, REPRESENGTING TWO MILLION FOUR HUNDRED FIFTY THOUSAND (2,450,000) SHARES, FOR THEIR CURRENT VALUE, ONE BOLIVAR EACH, REPRESENTING A TOTAL VALUE OF TWO MILLION FOUR HUNDRED FIFTY THOUSAND BOLIVARS AND I FORMALLY OFFER THE PURCHASE OPPORTUNITY TO THE PRESENT SHAREHOLDERS." JOSE GREGORIO AVENDANO, JOSE JAVIER AVENDANO AND JULIA IRENE AVENDANO, ALL PREVIOUSLY IDENTIFIED, WHO AFTER CAREFUL DISCUSSION AMONGST THEMSELVES DECIDE TO PURCHASE THE SHARES AS FOLLOWS: JOSE GREGORIO AVENDANO EIGHT HUNDRED SEVENTEEN THOUSAND SHARES (817,000) FOR A SUM OF EIGHT HUNDRED SEVENTEEN THOUSAND BOLIVARS AND THE CORRESPONDING TRANSFER DOCUMENTS WERE EXECUTED IN THE SHAREHOLDERS BOOK (CORPORATE BOOK). JOSE JAVIER AVENDANO EXPRESSED HIS INTEREST IN PURCHASING EIGHT HUNDRED SIXTEEN THOUSAND, FIVE HUNDRED SHARES TOTALING EIGHT HUNDRED SIXTEEN THOUSAND BOLIVARS AND THE CORRESPONDING TRANSFER DOCUMENTS WERE EXECUTED IN THE SHAREHOLDERS BOOK; AND JULIA IRENE AVENDANO ALSO EXPRESSED HER INTEREST IN PURCHASING EIGHT HUNDRED SIXTEEN THOUSAND SHARES (816,000) TOTALING EIGHT

I, Dorka Gonzalez Troche, hereby certify that I am fully bilingual in English and Spanish and therefore qualified to translate this document. I have done so to the best of my abilities.

HUNDRED SIXTEEN THOUSAND BOLIVARS AND ALSO PROCEEDS TO EXECUTE THE SALE AND TRANSFER OF SHARES IN THE SHAREHOLDERS' BOOK. MARIA ANGELA DE AVENDANO, PREVIOUSLY IDENTIFIED, INTERVENES IN HER ROLE AS SPOUSE OF SILVESTRE AVENDANO VELASCO, AND STATES THAT SHE AGREES WITH THE SALE OF THE SHARES PURSUANT TO ARTICLE 168 OF THE CURRENT CIVIL CODE." THE SHAREHOLDERS AGREE THAT SILVESTRE AVENDANO VELASCO SHOULD CONTINUE AS PRESIDENT OF THE BOARD OF DIRECTORS WITH THE SAME RIGHTS, DUTIES AND RESPONSIBILITIES INHERENT OF THE POSITION. APPROVED UNANYMOUSLY AS THE FIRST ORDER OF BUSINESS, THE SHAREHOLDERS MOVED TO THE NEXT ITEM ON THE AGENDA. SECOND: IN LIGHT OF THE SALE OF THE SHARES AS PREVIOUSLY INDICATED, THE FOURTH AND SIXTH ARTICLES OF THE ARTICLES OF ORGANIZATION WILL BE AMENDED AS FOLLOWS: ARTICLE IV: THE CAPITAL STOCK OF THE COMPANY IS FIVE MILLION BOLIVARS DIVIDED AND REPRESENTED IN FIVE MILLION SHARES WITH A NOMINAL VALUE OF ONE BOLIVAR EACH, TOTALLY PAID FOR AND SUBSCRIBED. THE CAPITAL SCTOCK HAS BEEN PAID IN FULL BY THE SHAREHOLDERS IN THE FOLLOWING MANNER: MARIA ANGELA DE AVENDANO HAS PAID ONE MILLION FIVE HUNDRED THOUSAND SHARES (1,500,000) AT ONE BOLIVAR PAR VALUE FOR A TOTAL OF ONE MILLION FIVE HUNDRED THOUSAND BOLIVARS (1,500,000); JOSE GREGORIO AVENDANO, HAS SUBSCRIBED AND PAID ONE MILLION ONE HUNDRED SIXTY-SEVEN THOUSAND SHARES (1,167,000) VALUED AT 1 BOLIVAR PAR VALUE FOR A TOTAL OF ONE MILLION ONE HUNDRED SIXTY SEVEN THOUSAND BOLIVARS (1,167,000); JOSE JAVIER AVENDANO, HAS SUBSCRIBED AND PAID FOR ONE MILLION ONE HUNDRED SIXTY SIX THOUSAND FIVE HUNDRED SHARES (1,166,500), AT ONE BOLIVAR PAR VALUE FOR A TOTAL OF ONE MILLION ONE HUNDRED SIXTY SIX THOUSAND FIVE HUNDRED BOLIVARS (1,166,500) AND JULIA IRENE AVENDANO HAS SUBSCRIBED AND PAID FOR ONE MILLION ONE HUNDRED SIXTY SIX THOUSAND FIVE HUNDRED SHARES (1,166,500), AT ONE BOLIVAR PAR VALUE FOR A TOTAL OF ONE MILLION ONE HUNDRED SIXTY SIX THOUSAND FIVE HUNDRED BOLIVARS (1,166,500). ARTICLE VI: THE COMPANY'S BOARD OF DIRECTORS SHALL REMAIN IN OFFICE FOR A TERM OF FIVE YEARS (5) AND SHALL REMAIN IN EFFECT FOLLOWING THE TERM UNTIL SUCH TIME AS A NEW BOARD IS ELECTED AND TAKES OFFICE. THE BOARD OF DIRECTORS SHALL BE MADE UP OF ONE PRESIDENT, ONE VIDE-PRESIDENT AND THREE DIRECTORS WHO MAY OR MAY NOT BE COMPANY SHAREHOLDERS. IN THE EVENT THAT THE PRESIDENT IS UNABLE TO FULFILL HIS/HER DUTIES, THE VICE PRESIDENT SHALL BE RESPONSIBLE, AND WILL BE REPLACED BY ONE OF THE DIRECTORS WILL FULL RIGHTS AND ATTRIBUTES. THE PRESIDENT, WORKING TOGETHER WITH THE VICE-PRESIDENT, OR WITH ANY OF THE DIRECTORS, SHALL LEAD, ADMINISTER AND REPRESENT THE COMPANY, BEING RESPONSIBLE FOR ALL OF THE COMPANY'S BUSINESS MATTERS AND THEREFORE HAS THE BROADEST AUTHORITY TO LEGALLY BIND THE COMPANY IN ANY MATTER

I, Dorka Gonzalez Troche, hereby certify that I am fully bilingual in English and Spanish and therefore qualified to translate this document. I have done so to the best of my abilities.

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WHETHER PUBLIC OR PRIVATE INCLUDING MINISTRIES AND SINGLE MEMBER COMPANIES OR BEFORE ANY NATURAL OR JUDICIAL INDIVIDUAL, HAVING THE AUTHORITY TO OPEN, CLOSE OR MOBILIZE ANY TYPE OF BANK ACCOUNT, FORGIVE, OBJECT, ENDORSE ANY TITLE, ACCEPT, ACT AS GUARANTOR OR DISCOUNT EXCHANGE NOTES, CHEQUES, PROMISSORY NOTES OR ANY OTHER CREDIT, CONTRACT, SUBSTITUTE AND FIRE COMPANY EMPLOYEES AND PERSONNEL, DETERMINE REMUNERATION, SALARIES OR COMPENSATION, AS WELL AS DETERMINE FUNCTIONS, SOLICIT CREDIT OR LOANS FROM FINANCIAL INSTITUTIONS WHETHER PUBLIC OR PRIVATE, GIVE CREDIT OR LOANS DEMANDING THE NECESSARY GUARANTEES, EXECUTE ANY FORM OF CONTRACTS, AGREE AND REALIZE ANY TYPE OF PAYMENTS, CONSTITUTE AND REVOKE ANY COMPANY FACTORS, REPRESENT THE COMPANY BEFORE ANY COURT OR LEGAL, ADMINISTRATIVE OR POLITICAL AUTHORITY OF THE REPUBLIC, CREATED WITH SPECIFIC RIGHTS TO CONVENE, DESIST, NOTIFY OR BIND DURING MEDIATION/ARBITRATION, GIVE AND RECEIVE MONEY, ACKNOWLEDGE AND DECLINE DOCUMENTS, CONSTITUTE AND REVOKE POWER OF ATTORNEY, WHETHER GENERAL OR SPECIFIC, AUTHORIZING THE AUTHORITY TO DEFEND, MAINTAIN OR REPRESENT THE RIGHTS AND INTERESTS OF THE COMPANY, AS WELL AS TO MANAGE THE CORPORATE ASSETS IN A MANNER WHICH HE/SHE DEEMS APPROPRIATE, WITH THE ABILITY TO TRANSFER, RECORD, EXCHANGE OR LEASE EXCEPT REALIZE ANY ACT THAT VOID THE CORPORATE SHARES, AND HAVING THE ABILITY TO GIVE DEPOSITS AND EVERY KIND OF GUARANTEE ON BEHALF OF THE COMPANY AND, IN GENERAL, CARRY OUT ANYTHING NECESSARY FOR THE COMPANY'S MANAGEMENT. AFTER HAVING SUBMITTED BOTH AMENDMENTS FOR APPROVAL, THEY WERE APPROVED UNANIMOUSLY. THE MEETING WAS THEREFORE ENDED AND MINUTES WERE DELIVERED TO RICHARD PRIETO, V, VENEZUELAN, ADULT, ATTORNEY, BEARER OF IDENTIFICATION NUMBER V-15.260.695, RESIDING IN MUNICIPIO LAGUNILLAS OF ZULIA, WITH THE PURPOSE OF REGISTERING AND PUBLISHING THESE MINUTES. A SHORT RECESS WAS TAKEN IN ORDER TO EDIT AND INSERT THESE MINUTES INTO THE CORRESPONDING MINUTES BOOK AND AFTER HAVING READ THEM, THEY EACH SIGNED ACCORDINGLY. ILLEGIBLE SIGNATURES OF SILVESTRE AVENDANO VELASCO, MARIA ANGELA DE AVENDANO, JOSE GREGORIO AVENDANO, JOSE JAVIER AVENDANO, JULIA IRENE AVENDANO. I, SILVESTRE AVENDANO VELASCO, PREVIOUSLY IDENTIFIED, AS PRESIDENT OF THE BOARD OF DIRECTORS AND PRESIDENT OF THE CURRENT SHAREHOLDERS DECLARE THAT THE PRECEEDING MINUTES IS A TRUE AND EXACT COPY OF ITS ORIGINAL INSERTED INTO THE MINUTES BOOK OF THIS COMPANY. I CERTIFY SO IN THE CITY OF OJEDA ON THE 10TH DAY OF THE MONTH OF JUNE, 2008

FINGERPRINTS AND ILLEGIBLE SIGNATURES OF FIVE INDIVIDUALS.

I, Dorka Gonzalez Troche, hereby certify that I am fully bilingual in English and Spanish and therefore qualified to translate this document. I have done so to the best of my abilities.

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Summary Translation of Articles of Incorporation

REPUBLIC OF VENEZUELA

ARTICLES OF INCORPORATION OF AVENRUT, S.R.L.

We, GUENTER HEINZ RUTTERS and SILVESTRE AVENDAÑO VELAZCO, both of legal age, married, businessmen, German the first and Venezuelan the second, bearers of the Identity Card Numbers 620.788 and 1.934.100, respectively and domiciled in the Jurisdiction of the Municipality of Cabimas, Bolivar District, Zulia State, hereby state that: We have agreed to form a Company that shall be governed by the appropriate legal dispositions and by the Articles of Incorporations hereby.

ARTICLE 1 – NAME

The name of the Company shall be **AVENRUT, S.R.L.**

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business related to transportation in general and any other legal commercial act related or not to the above mentioned.

ARTICLE 3 – CORPORATE CAPITALIZATION

The common stock of the corporation is for THREE HUNDRED THOUSAND OF VENEZUELAN BOLIVARES (Bs 300,000.00) that has been contribute by the shareholders in equal amounts in cash, vehicles, machinery, work equipment, buildings and other useful articles for the business.

I, Marianela Bates, hereby certify that I am fully bilingual in English and Spanish, and I have translated this document to the best of my abilities.

Summary Translation of Articles of Incorporation

ARTICLE 4 – PRINCIPAL OFFICE

The address of the main office of this Corporation shall be in Calle Princial of Punta Gorda, Jurisdiction of the Municipality of Cabimas, Bolivar District, Zulia State, Venezuela and it can establish any branch office in any other city in the country.

ARTICLE 5 - CORPORATE CAPITALIZATION

All Shareholders of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE 6 - CORPORATE CAPITALIZATION

The Shareholders of stock of any class shall have preemptive right to purchase any additional shares on sale by any of them.

ARTICLE 7 - TERM OF EXISTENCE

The duration of the Corporation shall be indefinitely starting the date of registry of this document but it could me dissolved if the shareholders decide to do so.

(Signed Illegible)

(Signed Illegible)

Ciudad Ojeda, February 6th 1970

I, Marianela Bates, hereby certify that I am fully bilingual in English and Spanish, and I have translated this document to the best of my abilities.