

F09000004518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

J. Shivers NOV 18 2009

W09-49522



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2009

DORCAS G. TROCHE
9000 SHERIDIAN ST SUITE 138
PEMBROKE PINES, FL 33024

SUBJECT: GRANELES VENEZUELA, INC.
Ref. Number: W09000049522

We have received your document for GRANELES VENEZUELA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 009A00035130

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GRANELES VENEZUELA, INC.

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," or "Certificate of Good Standing" 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:

DORCAS G. TROCHE

Name of Person

RCG ACCOUNTING & ASSOCIATES, INC.

Firm/Company

9000 SHERIDAN STREET, SUITE 138

Address

PEMBROKE PINES, FL 33024

City/State and Zip code

DTROCHE@BELLSOUTH.NET

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

DORCAS G TROCE

Name of Person

at (954) 862-2222

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 CopCe ☒ \$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. GRANELES VENEZUELA, INC.

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

GRANELES VENEZUELA OF FLORIDA, INC.

(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. 09/19/2005

(Date of incorporation)

5. 2025

(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. 12855 SW 136 Avenue, Suite 103, Miami, FI 33186

(Principal office address)

12855 SW 136 Avenue, Suite 103, Miami, FI 33186

(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS

(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: ARGENIS J. RODRIGUEZ SARMIENTO

Office Address: 12855 SW 136 Avenue, Suite 103

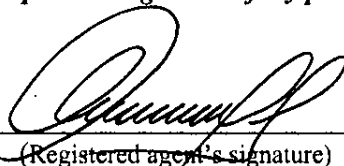
MIAMI, Florida 33186

(City)

(Zip code)

10. Registered agent's acceptance:

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


(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JULIA IRENE AVENDANO CARRERO

Address: 12855 SW 136 Avenue, Suite 103, Miami, FI 33186

Director: ARGENIS JOSE RODRIGUEZ SARMIENTO

Address: 12855 SW 136 Avenue, Suite 103, Miami, FI 33186

B. OFFICERS

President: JOSE GREGORIO AVENDANO CARRERO

Address: 12855 SW 136 Avenue, Suite 103, Miami, FI 33186

Vice President: JOSE JAVIER AVENDANO CARRERO

Address: 12855 SW 136 Avenue, Suite 103, Miami, FI 33186

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. ARGENIS JOSE RODRIGUEZ SARMIENTO

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

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TALLAHASSEE FLORIDA

Affidavit of Translation

STATE OF FLORIDA
COUNTY OF BROWARD

I, Dorka Gonzalez Troche, am fluent in English and Spanish. I hereby certify that I have translated/verified the following document(s) which is/are attached to this Affidavit:

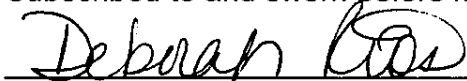
CERTIFICATE OF GOOD STANDING/STATUS GRANELES VENEZUELA, INC

I further certify that, to the best of my knowledge, the attached document(s) in English is/are a true and accurate translation of the attached document(s) in Spanish.



Dorka Gonzalez Troche, Translator/Verifier

Subscribed to and sworn before me this 16th day of November 2009, by



Signature of Notary Public-State of Florida



DEBORAH RIOS
MY COMMISSION # DD 787125
EXPIRES: June 21, 2012
Bonded Thru Budget Notary Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Personally known ☒ OR Produced identification ☐

Type of identification produced:

N/A

BOLIVARIAN REPUBLIC OF VENEZUELA

RECORDS DEPARTMENT – CERTIFICATE OF REGISTRATION AND GOOD STANDING

NAME: GRANELES VENEZUELA INC.

**(IT SHOULD BE NOTED THAT IN VENEZUELA, C. A. IS THE EQUIVALENT FOR THE US TERM:
CORPORATION).**

ADDRESS:

INDUSTRIAL ZONE, HIGHWAY N, STREET 06 BETWEEN AVENUE 52 AND 61 AND IN FRONT OF SIZUCA
CITY OF OJEDA, STATE OF ZULIA

IN ACCORDANCE WITH ARTICLE 9 DATED 6/6/2006 AND PUBLISHED IN THE OFFICIAL GAZETTE NO.
38.399 DATED MARCH 2, 2006, THE FOREGOING DOCUMENT IS EXPEDITED:

CITY OF MARACAIBO

REGIONAL OFFICE: ZULIANA

STAMPED "NO CHARGE"

STAMP OF ZULIANA REGION REGISTRATION/RECORDS DEPARTMENT

DATE OF REQUEST: 3/18/08

DATE OF COMPLETION: 3/26/08

DATE OF EXPIRATION: 03/26/2011

NUMERICAL SIGNATURE: 3295660138-SZB

F-2007-07-NO. 01121531

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FORMA RIR RIF 07
REPUBLICA BOLIVARIANA DE VENEZUELA
SENIAAT
REGISTRO DE INFORMACION FISCAL (RIF)
CERTIFICADO DE INSCRIPCION

APellidos y nombres - Nombre o Razon Social
GRANELES VENEZUELA C.A.

DIRECCION:
ZONA INDUSTRIAL CARRETERA N
CALLE 06) ENTRE AVENIDA 52
Y 61 EN FRENTE DE SIZUCA
CIUDAD DE OJEDA, DISTRITO DE ZULIA

EXPEDICION GRATUITA

DE CONFORMIDAD CON LO PREVISTO EN EL ARTICULO 9 DE LA PROVIDENCIA
N 0073 DE FECHA 04/02/2008, PUBLICADA EN LA GACETA OFICIAL N 32.280 DE
FECHA 02/02/2008, SE EXPIDE EL PRESENTE CERTIFICADO.

Ciudad: **MAZARIBE**

FECHA DE INSCRIPCION: **18/03/2008**

FECHA DE EXPEDICION: **18/03/2008**

FECHA DE VENCIMIENTO: **18/03/2011**

SECRETARIA REGIONAL: **SENIAAT**

GRATUITO

DOBLE AQUI

F-2007-07-N 111531 9295660430888

Affidavit of Translation

STATE OF FLORIDA
COUNTY OF BROWARD

I, Dorka Gonzalez Troche, am fluent in English and Spanish. I hereby certify that I have translated/verified the following document(s) which is/are attached to this Affidavit:

GRANELES VENEZUELA, INC.
ARTICLES OF INCORPORATION
MINUTES – 5/29/06
MINUTES – 10/16/06
MINUTES – 1/16/07
MINUTES – 9/19/08

I further certify that, to the best of my knowledge, the attached document(s) in English is/are a true and accurate translation of the attached document(s) in Spanish.

Dorka Gonzalez Troche

Dorka Gonzalez Troche, Translator/Verifier

Subscribed to and sworn before me this 16th day of November 2009, by

Deborah Rios

Signature of Notary Public-State of Florida



DEBORAH RIOS
MY COMMISSION # DD 787125
EXPIRES: June 21, 2012
Bonded Thru Budget Notary Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Personally known ☒ OR Produced identification ☐

Type of identification produced:

N/A

STAMPS AND SEALS AFFIXED WITH APPROPRIATE

RECEIVED TIME STAMPS AS WELL AS AFFIDAVIT OF JOSE LUIS ZAVARCE CROQUER WHO IS FILING THESE ARTICLES OF INCORPORATION ON BEHALF OF GRANELES VENEZUELA, INC.

WE, JOSE LUIS ZAVORCE CROQUER, VENEZUELAN, OF LEGAL AGE, SINGLE , BEARING IDENTIFICATION NUMBER 12.102.325, AND ARGENIS ALI ARRIETA ROMERO, VENEZUELAN, OF LEGAL AGE, MARRIED, BEARING IDENTIFICATION NUMBER 5.278.600 HEREBY DECLARE: WE HAVE DECIDED TO INCORPORATE A CORPORATION WHICH SHALL BE RULED BY THE CURRENT CODE OF COMMERCE, APPLICABLE LAW AND HEREBY SUBMIT THE FOLLOWING:

ARTICLES OF INCORPORATION OF GRANELES VENEZUELA, INC.

CHAPTER ONE

ARTICLE ONE: THE COMPANY SHALL BE NAMED GRANELES VENEZUELA, INC.

ARTICLE TWO: THE COMPANY'S PRINCIPAL ADDRESS SHALL BE IN LA AVENIDA INTERCOMUNAL TURMERO MARACAY, CENTRO COMERCIAL COCHE ARAGUA, FIRST FLOOR, SUITE E-242, STATE OF ARAGUA; ALSO ALLOWING FOR THE ESTABLISHMENT OF BRANCHES AND AGENCIES IN OTHER PARTS OF THE COUNTRY AS WELL AS THE EXTERIOR AS DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE THREE: THE PURPOSE OF THE COMPANY SHALL BE THE PROMOTION AND COMMERCIALIZATION OF MACHINERY, EQUIPMENT, PARTS AND ACCESSORIES FOR THE CONSTRUCTION, FOOD, CEMENT, CONCRETE, AGGREGATES AND TRANSPORTATION INDUSTRIES. IMPORT AND EXPORT OF MACHINERY, EQUIPMENT, PARTS, AND INDUSTRIAL ACCESSORIES. FABRICATION OF MACHINERY PARTS. FULFILLMENT OF CIVIL, ELECTRICAL AND MECHANICAL WORKS. INSTRUMENTATION, CALIBRATION AND MOUNTING. SYSTEM MAINTENANCE, DUST CONDUCTORS, BULK TRANSPORT COMPONENTS. DISTRIBUTION OF COMPONENTS AND MIXERS FOR INDUSTRIAL PLANTS. SERVICE, INSTALLATION, MAINTENANCE, REPAIR AND MOUNTING OF SAID EQUIPMENT. TRANSPORT OF BULK MATERIALS AND/OR UNRECOGNIZABLE NOUN. SOLICIT AND OBTAIN PERMITS, LICENSES, CONFIRMATION OR REGISTRATIONS BEFORE THE AUTHORITIES. EXECUTE RENTAL AND LEASING CONTRACTS OF ANY TYPE FOR THE FULFILLMENT OF ANY AND ALL LAWFUL BUSINESS.

ARTICLE FOUR: THE COMPANY'S TERM SHALL BE FOR A PERIOD OF TWENTY (20) YEARS BEGINNING ON THE DATE OF FILING WITH THE COMMERCIAL REGISTRAR. SAID TERM CAN BE REDUCED OR EXTENDED AS WELL AS THE COMPANY'S DISSOLUTION OR LIQUIDATION AS AGREED BY THE GENERAL ASSEMBLY OF SHAREHOLDERS.

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CHAPTER TWO: CAPITAL, SHARES AND SHAREHOLDERS

ARTICLE FIVE: THE COMPANY'S CAPITAL IS THE AMOUNT OF TWENTY NINE MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS (BS 29.999.999,00) REPRESENTED BY ONE HUNDRED (100) SHARES AT TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND NINETY NINE CENTS (BS 299.999,99) EACH WHICH HAVE BEEN PAID IN ITS ENTIRETY BY THE PARTNERS THROUGH THE CONTRIBUTION OF EQUIPMENT NECESSARY FOR THE COMPANY'S OPERATIONS AS DETAILED IN THE INVENTORY REPORT WHICH IS ATTACHED HERETO.

ARTICLE SIX: THE COMPANY'S CAPITAL HAS BEEN PAID FOR IN THE FOLLOWING MANNER: JOSE LUIS ZAVARCE CROQUER, FIFTY SHARES FOR A TOTAL VALUE OF FOURTEEN MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND FIFTY CENTS (BS 14.999.999,50) AND ARGENIS ALI ARRIETA ROMERO, FIFTY SHARES FOR A TOTAL VALUE OF FOURTEEN MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND FIFTY CENTS (BS 14.999.999,50) AS OUTLINED IN THE ATTACHED INVENTORY REPORT.

ARTICLE SEVEN: THE SHARES CONFER EQUAL RIGHTS TO THEIR HOLDERS, ARE INDIVISIBLE AND RECOGNIZE ONLY ONE OWNER FOR EACH OF THEM AND SHALL BE SIGNED BY EACH OF THE COMPANY'S PARTNERS.

ARTICLE EIGHT: THE SHAREHOLDERS SHALL ENJOY THE RIGHT OF RECIPROCAL PREFERENCE FOR THE ACQUISITION OF NEW SHARES, PROPORTIONATE TO THE NUMBER OF SHARES IN THEIR POSSESSION AT THAT TIME. THE SHARES SHOULD NOT BE TAXED, PAWNED, IN PAYMENT OR AS GUARANTY OR TRANSFERRED WITHOUT THE PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS. THE SHAREHOLDERS SHALL HAVE THE AMOUNT OF VOTES AS SHARES THEY POSSESS OR REPRESENT. THE TRANSFER OF SHARES AND THEIR TAXATION IS ACCREDITED IN ACCORDANCE WITH THE REGISTER IN THE CORPORATE KIT.

CHAPTER THREE: ADMINISTRATION AND MANAGEMENT

ARTICLE NINE: THE COMPANY SHALL BE GOVERNED AND MANAGED BY A BOARD OF DIRECTORS MADE UP OF TWO (2) MEMBERS WHO SHALL SERVE AS PRESIDENT AND VICE PRESIDENT, EACH FOR A TERM OF ONE (1) YEAR WITH RE-ELECTION OPTION.

ARTICLE TEN: THE BOARD OF DIRECTORS SHALL HAVE AMPLE AUTHORITY TO MANAGE THE OPERATIONS OF THE COMPANY INCLUDING DETERMINING ADMINISTRATIVE AND ACCOUNTING SALARIES.

ARTICLE ELEVEN: THE PRESIDENT AND VICE PRESIDENT SEPARATELY AND INDIVIDUALLY SHALL HAVE FULL AUTHORITY TO A) PURCHASE, SELL, CEDE, TRANSFER, RECORD, GIVE OR TAKE MONEY AS LOAN,

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EMIT, ACCEPT, ENDORSE, ISSUE CREDIT LETTERS, CHECKS, PROMISSORY NOTES AND /OR ANY COMMERCIAL ACT; C) PROVIDE PUBLIC, PRIVATE OR AUTHENTICATED DOCUMENTATION; D) LEGALLY REPRESENT THE COMPANY; E) RESOLVE ANY ORDINARY OR EXTRAORDINARY EXPENSES AS WELL AS DECIDE OVER THE USE OF ANY RESERVE FUNDS AND IN GENERAL DO ANYTHING CONSIDERED CONVENIENT FOR THE SMOOTH OPERATION OF THE COMPANY PURSUANT TO THE ARTICLES OF INCORPORATION WHETHER JUDICIALLY OR EXTRAJUDICIAL BEFORE PUBLIC OR PRIVATE ORGANIZATIONS, PREPARE AND EXECUTE GENERAL POWER OF ATTORNEY ON BEHALF OF THE CORPORATION WITH AUTHORITY TO CONVENE, DESIST, COMPROMISE IN ARBITRATION AS WELL AS REVOKE SAID POWER, PRESENT INVENTORY REPORTS, FINANCIAL STATEMENTS, BALANCE SHEETS, ETC BEFORE THE SHAREHOLDERS AS WELL AS TO BIND AND ENFORCE THE AGREEMENTS AND DECISIONS MADE DURING THE GENERAL ASSEMBLY.

ARTICLE TWELVE: THE COMPANY SHALL HAVE AN AUDITOR/ACCOUNTANT WHO MAY OR MAY NOT BE A SHAREHOLDER, WHO SHALL SERVE FOR A TERM OF ONE (1) YEAR AND WHO SHALL HAVE OBLIGATIONS AND DUTIES ESTABLISHED IN THE CURRENT CODE OF COMMERCE AND ANY OTHER LAWS THAT GOVERN THIS MATTER.

CHAPTER FOUR: MEETINGS

ARTICLE THIRTEEN: THE COMPANY'S MANAGEMENT AND ADMINISTRATION SHALL BE DETERMINED AT THE GENERAL SHAREHOLDERS MEETING, WHETHER REGULAR OR SPECIALLY SET. THE REGULAR ASSEMBLY SHALL MEET WITHIN THE FIRST THREE (3) MONTHS FOLLOWING THE CLOSING OF THE FINANCIAL YEAR, IN A PLACE AND TIME DETERMINED BY THE ADMINISTRATOR. QUORUM ESTABLISHED SHALL BE 51% (HALF PLUS ONE) OF THE SHARES THAT REPRESENT THE CAPITAL STOCK. THE CODE OF COMMERCE SHALL GOVERN THE GENERAL OPERATIONS OF THESE MEETING.

ARTICLE FOURTEEN: IN ADDITION TO THE REGULAR ATTRIBUTES SET FORTH UNDER COMMON LAW, THE FOLLOWING SHALL ALSO APPLY: A) APPROVE, REJECT OR MODIFY ACCOUNTS AND BALANCES PRESENTED BY THE ADMINISTRATION TAKING THE ACCOUNTANT'S REPORT INTO ACCOUNT. B) APPOINT AND REMOVE THE AUDITOR/ACCOUNTANT. C) APPOINT AND REMOVE MANAGERS. F) ESTABLISH THE METHOD OF DISSOLUTION/LIQUIDATION OF THE COMPANY IN THE EVENT THEREOF DESIGNATING LIQUIDATORS AND DETERMINING HIS ATTRIBUTES.

CHAPTER FIVE: ACCOUNTING YEAR, BALANCE AND PROFITS

ARTICLE FIFTEEN: THE COMPANY'S ACCOUNTING YEAR SHALL BEGIN ON JANUARY FIRST OF EACH YEAR AND END ON DECEMBER THIRTY-FIRST OF THE SAME YEAR. THE FIRST TAX YEAR SHALL BEGIN UPON REGISTRATION WITH THE COMMERCIAL REGISTRY AND END ON DECEMBER 31, 2005.

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ARTICLE SIXTEEN: AT THE END OF THE TAX YEAR, ACCOUNTS SHALL BE CLOSED AND A BALANCE SHEET AS WELL AS PROFIT AND LOSS STATEMENT SHALL BE PREPARED; A COPY THEREOF SHALL BE IMMEDIATELY PROVIDED TO THE AUDITOR AND SHAREHOLDERS TO BE REVIEWED AT THE GENERAL SHAREHOLDERS MEETING. THE BALANCES SHALL BE RULED BY ARTICLE 304 OF THE CODE OF COMMERCE AND TRADITIONAL COMMERCIAL ACCOUNTING RULES AND PRACTICES. IN THE EVENT OF ANY LIQUID PROFIT, FIVE PERCENT (5%) SHALL BE TAKEN TO FORM A RESERVE FUND AS ADDRESSED IN ARTICLE 262 OF THE CODE OF COMMERCE, UNTIL SUCH TIME AS TEN PERCENT (10%) OF THE CAPITAL IS REACHED. THE REMAINING PROFITS SHALL BE DISTRIBUTED BETWEEN THE SHAREHOLDERS AS DIVIDENDS, UNLESS THE BOARD OF DIRECTORS RESOLVES THAT IT BE USED FOR ANOTHER PURPOSE.

ARTICLE SEVENTEEN: THE COMPANY SHALL HAVE THE FOLLOWING BOOKS: ONE (1) SHAREHOLDER BOOK; ONE (1) BOOK OF MINUTES AND THREE (3) ACCOUNTING BOOKS. MINUTES OF EVERY SHAREHOLDERS MEETING SHALL BE PREPARED AND FILED WITH THE FOLLOWING: A) NAMES AND TOTAL SHARE COUNT FOR EACH PERSON PRESENT, B) ANY RESOLUTIONS MADE AND NOTES ON ANY BUSINESS DISCUSSED. THESE SHALL BE CONSIDERED VALID BEFORE ANY THIRD PARTIES.

ARTICLE EIGHTEEN: THE SHAREHOLDERS SHALL DESIGNATE A LEGAL REPRESENTATIVE TO REPRESENT THE COMPANY IN ANY AND ALL MATTERS FOR AN UNDETERMINED PERIOD OF TIME. THE DESIGNATION OF A LEGAL REPRESENTATIVE IS WITHOUT PREJUDICE OF THE MANAGEMENT'S RIGHTS TO THE POWER OF ATTORNEY WHEN IT IS DEEMED NECESSARY.

CHAPTER SIX: PROVISIONALS

ARTICLE NINETEEN: THE FOLLOWING APPOINTMENTS HAVE BEEN MADE:

PRESIDENT: JOSE LUIS ZAVARCE CROQUER, IDENTIFICATION NUMBER 12.102.325

VICE PRESIDENT: ARGENIS ALI ARRIETA ROMERO, IDENTIFICATION NUMBER 5.278.600

AUDITOR: LIZEIDA FIGUERO EVIES, IDENTIFICATION NNUMBER 11.149.856 AND REGISTERED IN THE COLLEGE OF PUBLIC ACCOUNTANTS UNDER CCP NUMBER 40.663

ARTICLE TWENTY: JOSE LUIS ZAVARCE CROQUER, IDENTIFICAITON NUMBER 12.102.325 IN HIS ROLE OF PRESIDENT IS AUTHORIZED TO CARRY OUT ALL OF THE NECESSARY STEPS REQUIRED TO PRESENT, RECORD, REGISTER AND PUBLISH THESE ARTICLES OF INCORPORATION. IN MARACAY ON THIS DATE.

TWO ILLEGIBLE SIGNATURES

THE DOCUMENT CONTAINS DOCUMENTARY STAMPS AND GOVERNMENT SEALS SUPPORTING THE DOCUMENT'S AUTHENTICITY AND CONSISTENT WITH VENEZUELAN GOVERNMENT REGISTRATIONS.

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VARIOUS SEALS OF GOVERNMENT AGENCIES

MINISTRY OF JUSTICE AND THE INTERIOR
SECOND COMMERCIAL REGISTRY OF THE JUDICIAL DISTRICT OF ARAGUA

DR. CARMEN RIVAS SIFONTES, SECOND COMMERCIAL REGISTRAR OF THE JUDICIAL DISTRICT OF ARAGUA.

CERTIFIES

THE INSERTION OF THE FOLLOWING DOCUMENT REGISTERED IN VOLUME 46-A AND IS A LITERAL
TRANSCRIPTION NUMBER 11

THE SUBSCRIBING SECOND COMMERCIAL REGISTRAR CERTIFIES THAT THE FOLLOWING INTEREST, NOTE
AND DOCUMENT BEING COPIED ARE A TRUE AND EXACT VERSION OF THE ORIGINALS WHICH READ AS
FOLLOWS:

DATE OF ADMISSION: 08/16/06

FEES: 227.248,00

DATED: 08/16 TIME: 0800 AND ILLEGIBLE

APPLICATION: A040943

RECEIVED BY: ILLEGIBLE SIGNATURE

ILLEGIBLE SIGNATURE OF MARIA EUGENIA ROJAS GARCIA, ATTORNEY NO 87-814

CITIZEN

SECOND COMMERCIAL REGISTRAR OF THE DISTRICT OF ARAGUA

THIS INSERTION AND EMPOWERMENT HAVE BEEN PROCESSED EXPEDITIOUSLY AS JUSTIFIED IN
ACCORDANCE WITH ARTICLE 31 OF THE ARANCEL JUDICIAL LAW.

I, JORGE LUIS GARCIA PINEROS, COLOMBIAN IDENTIFICATION NUMBER 19.306.357, MARRIED,
BUSINESSMAN, THE SOLE SHAREHOLDER OF "GRANELES VENEZUELA, INC." IDENTIFYING MYSELF WITH
PASSPORT NUMBER CC19306357, EXPEDITED ON JULY 21, 2003 AND BUSINESS VISA NUMBER TR-N
8037 ISSUED ON SEPTEMBER 6, 2005 BY THE MINISTRY OF FOREIGN RELATIONS CONTROL NO. 629119
AND IN TRANSIT, AUTHORIZED UNDER THE TWENTIETH CLAUSE OF ITS STATUTES WITH ALL DUE
RESPECT IN ORDER TO PRESENT THE MINUTES OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF
"GRANELES VENEZUELA, C.A." WITH THE PURPOSE OF PRESENTING, AFFIXING AND PUBLISHING AND
THROUGH WHICH I REQUEST THAT THE CORRESPONDING CERTIFIED COPY BY EXPEDITED FOR
PUBLICATION. ON THIS DATE IN MARACAY.

ILLEGIBLE SIGNATURE.

DOCUMENTARY STAMPS AND APPROPRIATE GOVERNMENT SEALS ARE AFFIXED.

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VARIOUS SEALS OF VENEZUELAN GOVERNMENT AGENCIES

MINISTRY OF JUSTICE AND THE INTERIOR

SECOND COMMERCIAL REGISTRY OF THE JUDICIAL DISTRICT OF ARAGUA

MARACAY, SIXTEENTH OF AUGUST OF TWO THOUSAND SIX (2006) 196 AND 147

THE PREVIOUS INTEREST HAS BEEN SUBMITTED BY THE SIGNER FOR RECORDING IN THE SECOND COMMERCIAL REGISTRY FOR PROPER PUBLICATION. THE REQUEST SHOULD BE ATTACHED TO THE SUPPORTING DOCUMENT COPY WHICH WAS PREPARED BY ATTORNEY: MARIA EUGENIA ROJAS GARCIA IS RECORDED IN THE COMMERCIAL REGISTRY UNDER NUMBER 11, VOLUME 46-A FEES PAID IN D. F. 114.240,00 BOLIVARS ACCORDING TO APPLICATION NUMBER 79271. DUTIES: 277.248,00 BOLIVARS ACCORDING TO APPLICATION NUMBER A046943.

SEAL OF CARMEN RIVAS SIFONTES, SECOND COMMERCIAL REGISTRAR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ILLEGIBLE SIGNATURE OF MARIA EUGENIA ROJAS GARCIA, ATTORNEY, NO 87-614

MINUTES OF GENERAL SHAREHOLDERS MEETING OF "GRANELES VENEZUELA, INC." HELD ON MAY 29, 2006.

ON MAY 29, 2006 AT 5:00 P.M. AT THE COMPANY'S HEADQUARTERS LOCATED AT AVENIDA INTERCOMUNAL TURMERO MARACAY, CENTRO COMERCIAL COCHE ARAGUA, FIRST FLOOR, 242, THE FOLLOWING SHAREHOLDERS MET:

JOSE LUIS ZAVARCE CROQUER, BEARING IDENTIFICATION NUMBER 12.102.325 AND OWNING 50 SHARES; AND

ARGENIS ALI ARRIETA ROMERO, BEARING IDENTIFICATION NUMBER 5.278.600 AND OWNING 50 SHARES WHO IN TOTAL REPRESENT ONE HUNDRED PERCENT (100%) OF THE COMPANY'S STOCK. THE FOLLOWING INDIVIDUALS WERE ALSO PRESENT: ELOISA SEGUNDA PEREZ DE ARRIETA, HOLDING IDENTIFICATION NUMBER 7.206.307, SPOUSE OF ARGENIS ALI ARRIETA ROMERO, JOSE GREGORIO AVENDANO CARRERO, HOLDING IDENTIFICATION NUMBER 11.246.423 AND JORGE LUIS GARCIA PINEROS, HOLDING COLUMBIAN IDENTIFICATION NUMBER 19.306.357, BUSINESSMAN, IN ORDER TO DISCUSS THE FOLLOWING ISSUES: FIRST: DECLARE THE COMPANY'S INACTIVITY CORRESPONDING TO THE ECONOMIC EXERCISE 2005. SECOND: SALE OF SHARES. THIRD: APPOINTMENT OF NEW BOARD CHAIRMAN. FOURTH: MODIFICATION OF SIXTH, NINTH, ELEVENTH, NINETEENTH AND TWENTIETH ARTICLES OF THE COMPANY'S ARTICLES OF ORGANIZATION. THE BOARD IMMEDIATELY BEGAN CONSIDERATION OF THE FIRST ITEM ON THE AGENDA: FIRST: JOSE LUIS ZAVARCE CROQUER ADDRESSED THE BOARD AND PRESENTED APPLICATION NO. 0067324 WHICH DECLARES THE COMPANY'S INACTIVITY DURING 2005 AND HAVING DONE SO, THE INSERTION WAS APPROVED. SECOND: JOSE LUIS ZAVARCE CROQUER EXPRESSES HIS DESIRE TO SELL ALL OF HIS COMPANY SHARES; LIKEWISE, ARGENIS ALI ARRIETA ROMERO EXPRESSES HIS DESIRE TO SELL ALL OF HIS COMPANY SHARES; MR. JORGE LUIS GARCIA PINEROS THEN EXPRESSES HIS DESIRE TO ACQUIRE THE SHARES IN THEIR ENTIRETY. THEREFORE, JOSE LUIS ZAVARCE CROQUER AND ARGENIS ALI ARRIETA ROMERO, VENEZUELAN, OF LEGAL AGE, SINGLE AND MARRIED RESPECTIVELY BOTH BUSINESSMEN AND HOLDERS OF IDENTIFICATION NUMBERS 12.102.325 AND 5.278.600 RESPECTIVELY AND OF THIS DOMICILE SELL PURELY AND SIMPLY, PERFECTLY AND IRREVOCABLY TO JORGE LUIS GARCIA PINEROS, COLUMBIAN IDENTIFICATION CARD NUMBER 19.306.357, MARRIED, BUSINESSMAN, IDENTIFYING HIMSELF USING PASSPORT NUMBER CC 19306357 ISSUED ON JULY 21, 2003 AND BUSINESS VISA NUMBER TR-N 8037 ISSUED ON SEPTEMBER 6, 2005 BY THE FOREIGN RELATIONS MINISTRY UNDER CONTROL NUMBER

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629119 – FIFTY (50) SHARES AND FIFTY (50) SHARES RESPECTIVELY WITH A BOLIVARIAN VALUE OF TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED AND NINETY NINE CENTS (BS 299.999,99) EACH, THE SALE PRICE OF THE AFOREMENTIONED SHARES IS TWENTY NINE MILLION, NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS (BS 29.999.999,00) WHICH THEY HEREBY RECEIVE IN CASH AND LEGAL TENDER IN BOLIVARS FOURTEEN MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE AND FIFTY CENTS (BS 14.999.999,50) TO EACH SELLER MAKING THE SALE OF SHARES LEGAL. JOSE LUIS ZAVARCE CROQUER ALSO RESIGNS AS PRESIDENT AND ARGENIS ALI ARRIETA ROMERO HEREBY RESIGNS AS VICE-PRESIDENT BOTH STATING THAT THEY ARE NOT OWED ANY REMUNERATION FOR THEIR ROLE AS SUCH. AND ELOISA DE ARRIETA, VENEZUELAN, ADULT, MARRIED, HOLDER OF IDENTIFICATION NUMBER 7.206.307 ALSO DECLARES THAT SHE ACCEPTS THE SALE CARRIED OUT BY HER SPOUSE, ARGENIS ALI ARRIETA ROMERO. FOLLOWING THE APPROVAL OF THE SECOND ITEM ON THE AGENDA, THE BOARD MOVED TO THE THIRD ITEM: APPOINTMENT OF A NEW CHAIRMAN OF THE BOARD OF DIRECTORS. JORGE LUIS GARCIA PINEROS NOMINATES JOSE GREGORIO AVENDANO CARRERO, HOLDER OF IDENTIFICATION NUMBER 11.246.423 AS CHAIRMAN AND HE ACCEPTS THE NOMINATION. THIRD ITEM IS UNANIMOUSLY APPROVED. FOURTH: REGARDING THE AMENDMENT OF THE SIXTH, NINTH, ELEVENTH, NINETEENTH AND TWENTIETH ARTICLES OF THE COMPANY'S ARTICLES OF ORGANIZATION WHICH WERE UNANIMOUSLY APPROVED, THEY SHALL READ AS FOLLOWS: SIXTH: THE COMPANY CAPITAL HAS BEEN PAID IN ITS ENTIRETY BY JORGE LUIS GARCIA PINEROS WHO SUBSCRIBES AND PAYS ONE HUNDRED SHARES VALUED AT TWENTY NINE MILLION NINE HUNDRED NINETY NINE THOUSAND, NINE HUNDRED NINETY-NINE BOLIVARS (29.999.99,00 BS). NINTH: THE COMPANY SHALL BE ADMINISTERED BY THE CHAIRMAN OF THE BOARD, JOSE GREGORIO AVENDANO CARRERO, WHO HOLDS IDENTIFICATION NUMBER 11.246.423 WHO SHALL REMAIN SO FOR A PERIOD OF ONE YEAR WITH OPTION OF REELECTION. ELEVENTH: THE CHAIRMAN OF THE BOARD SHALL BE ALLOWED, INDIVIDUALLY, TO ACT ON BEHALF OF THE COMPANY OPENLY AND FREELY WITH FULL POWER TO EXERCISE THINGS SUCH AS: A) PURCHASE, SELL, CEDE, TRANSFER, RECORD, GIVE OR TAKE MONEY AS LOANS, EMIT, ACCEPT, ENDORSE, DISCOUNT AND GIVE CREDIT MEMOS AND ANY OTHER BUSINESS DEALING; B) EXECUTE PUBLIC, PRIVATE OR AUTHENTICATED DOCUMENTS; C) LEGALLY REPRESENT THE COMPANY; D) MAKE ANY FINANCIAL DECISIONS ON BEHALF OF THE COMPANY INCLUDING HOW TO MANAGE CASH FLOW IN AN EFFORT TO PROPERLY MANAGE THE DAILY BUSINESS OPERATIONS; E) REPRESENT THE COMPANY IN JUDICIAL OR EXTRA-JUDICIAL MATTERS BEFORE PUBLIC OR PRIVATE ORGANIZATIONS; F) DESIGNATE POWER OF ATTORNEY WHERE HE SEES FIT AS WELL AS DESIST AND REVOKE SAID POWER. NINETEENTH: DURING THIS BOARD MEETING, JOSE GREGORIO

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SECRETARY OF THE BOARD
JAIRO ALONSO GARCIA

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AVENDANO CARRERO, HOLDER OF IDENTIFICATION NUMBER 11.246.423 HAS BEEN DESIGNATED AS CHAIRMAN AND LORENA JOSEFINA ESPINOZA RINCON, HOLDER OF IDENTIFICATION NUMBER 10.419.421 REGISTERED AS A CERTIFIED PUBLIC ACCOUNTANT UNDER NUMBER 30491 AS AUDITOR/ACCOUNTANT. TWENTIETH: JORGE LUIS GARCIA PNEROS, PROPERLY IDENTIFIED, IS AUTHORIZED TO PROPERLY FILE, RECORD AND EXECUTE THESE MINUTES OF THIS SHAREHOLDER MEETING. MARACAY, ON THIS DATE. SIGNATURES OF JOSE LUIS ZAVARCE CROQUER; ARGENIS ALI ARRIETA ROMERO; ELOISA SEGUNDA PEREZ DE ARRIETA; JORGE LUIS GARCIA PINEROS; JOSE GREGORIO AVENDANO CARRERO. I, JOSE GREGORIO AVENDANO CARRERO, HOLDER OF IDENTIFICATION NUMBER 11.246.423 AS CHAIRMAN OF THE BOARD CERTIFY THAT THIS IS A TRUE AND EXACT COPY OF ITS ORIGINAL.

ILLEGIBLE SIGNATURE OF JOSE GREGORIO AVENDANO CARRERO.

APPROPRIATE GOVERNMENT AGENCY SEALS ARE SET ONTO THIS DOCUMENT.

SWORN STATEMENT AND SIGNATURE OF SECOND COMMERCIAL REGISTRAR OF ARAGUA, DR. CARMEN RIVAS SIFONTES.

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FOLLOWING IS A SUMMARY TRANSLATION OF THE MINUTES OF THE SHAREHOLDERS MEETING OF
GRANELES VENEZUELA, INC. HELD ON OCTOBER 18, 2006 AND RECORDED BY JOHANNE TOUMA
FUENTES AS FOLLOWS:

DATE OF ADMISSION: 10/23/06
FEES: 100.949,00 BS
DATED: 10/26 TIME: 0819 330
APPLICATION: A040943B045483
RECEIVED BY: ILLEGIBLE SIGNATURE

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RECORDED ON NOVEMBER 13, 2006 BY ATTORNEY JOHANNE TOUMA FUENTES.

SHAREHOLDERS MEETING WAS HELD ON OCTOBER 18, 2006 WITH ONLY ONE ITEM ON THE AGENDA.
THE ONLY ITEM ADDRESSED WAS THE COMPANY'S RELOCATION FROM AVENIDA INTERCOMUNAL
TURMERO MARACAY, CENTRO COMERCIAL COCHE ARAGUA, FIRST FLOOR, SUITE E-242, IN ARAGUA TO
A NEW DOMICILE DESCRIBED AS FOLLOWS: ZONA INDUSTRIAL CARRETERA "N" (CALLE 06) BETWEEN
AVENUES 52 AND 61, ACROSS FROM SIZUCA, IN THE CITY OF OJEDA, LAGUNILLAS OF THE STATE OF
ZULIA. ALL OF THIS HAS BEEN ESTABLISHED PURSUANT TO ARTICLES 203, 216 AND 221 OF THE
CURRENT COMMERCIAL CODE REGARDING COMPANY DOMICILES.

THE ARTICLES OF ORGANIZATION/INCORPORATION WERE AMENDED AS FOLLOWS:

ARTICLE TWO: THE COMMERCIAL FIRM SHALL BE DOMICILED AT: ZONA INDUSTRIAL CARRETERA "N"
(CALLE 06) BETWEEN AVENUES 52 AND 61, ACROSS FROM SIZUCA, IN THE CITY OF OJEDA, LAGUNILLAS
OF THE STATE OF ZULIA.

HAVING RESOLVED THE ONLY ITEM ON THE AGENDA, MR. JOHANNE ELIAS TOUMA FUENTES WAS
AUTHORIZED TO PREPARE AND RECORD THESE MINUTES WITH THE APPROPRIATE GOVERNING BODIES.

SIGNATURES OF JORGE LUIS GARCIA PINEROS, JOSE GREGORIO AVENDANO CARRERO.

ILLEGIBLE SIGNATURE OF JOSE GREGORIO AVENDANO CARRERO HEREBY SIGNS AND CERTIFIES THAT
THIS IS A TRUE AND CORRECT COPY OF ITS RECORDED ORIGINAL.

FOLLOWING IS A SUMMARY TRANSLATION OF THE MINUTES OF THE SHAREHOLDERS MEETING OF GRANELES VENEZUELA, INC. HELD ON JANUARY 16, 2007 AS REQUESTED BY SONIA CARDENAS BEFORE DOCTOR OSBALDO BOZO RINCON, COMMERCIAL REGISTRAR OF THE JUDICIAL DISTRICT OF THE STATE OF ZULIA AS FOLLOWS:

RECEIVED: ILLEGIBLE DATES
FEES: 52685 + 60588
DATED: ILLEGIBLE DATE
PROCESSED BY: ILLEGIBLE NAME

SHAREHOLDERS MEETING WAS HELD ON JANUARY 16, 2007 AT 3:00 P.M. AT THE COMPANY'S HEADQUARTER LOCATED AT ZONA INDUSTRIAL CARRETERA N (CALLE 06) ENTRE AVENIDA 52 Y 61, IN FRONT OF SIZUCA IN THE CITY OF OJEDA, STATE OF ZULIA.

THE FOLLOWING INDIVIDUALS WERE IN ATTENDANCE AND QUORUM WAS ESTABLISHED:

JORGE LUIS GARCIA PINEROS - REPRESENTING 100% OF THE CAPITAL STOCK

JOSE GREGORIO AVENDANO CARRERO PRESIDED OVER THE MEETING

SILVESTRE AVENDANO VELASCO, GUEST

CECILIA PRADA DE GARCIA, GUEST

JOSE JAVIER AVENDANO CARRERO, GUEST

JULIA IRENE AVENDANO CARRERO, GUEST

ARGENIS JOSE RODRIGUEZ SARMIENTO, GUEST

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ITEMS ON THE AGENDA:

1. SALE OF STOCK
2. INCREASE OF COMPANY'S CAPITAL STOCK
3. NAMING OF NEW AUDITOR/ACCOUNTANT
4. RESIGNATION OF CHAIRMAN
5. REVIEW AND APPROVAL OF FINANCIAL STATEMENT FOR YEAR END 2006
6. AMENDMENT OF ARTICLE ADDRESSING COMPANY'S CAPITAL STOCK
7. AMENDMENT OF ARTICLE SIX OF THE COMPANY'S ARTICLES OF INCORPORATION ADDRESSING SHAREHOLDER COMPOSITION
8. AMENDMENT OF ARTICLES NINE AND TEN RELATED TO THE STRUCTURE OF THE COMPANY'S BOARD OF DIRECTORS.

9. AMENDMENT OF ARTICLE NINETEEN OF THE COMPANY'S ARTICLES OF
INCORPORATION/ORGANIZATION WHICH ESTABLISHES EACH SHAREHOLDER'S OFFICE AND DUTIES

MINUTES

FIRST ITEM:

JORGE LUIS GARCIA PINEROS OFFERS ONE HUNDRED PERCENT (100%) OF HIS SHARES EACH VALUED AT TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE AND NINETY NINE BOLIVARS (BS 299.999,99) MULTIPLIED BY ONE HUNDRED(100) WHICH IS THE TOTAL NUMBER OF SHARES TOTALING TWENTY NINE MILLION, NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS EXACTLY (BS 29.999.999,00).

SILVESTRE AVENDANO VELASCO REQUESTS TO PURCHASE TWENTY FIVE SHARES VALUED AT SEVEN MILLION FOUR HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND SEVENTY FIVE CENTS (BS 7.499.999,75). JORGE LUIS GARCIA PINEROS SELLS SAID SHARES RECEIVING IN EXCHANGE THE SALE PRICE IN CASH.

JOSE GREGORIO AVENDANO CARRERO REQUESTS TO PURCHASE TWENTY FIVE (25) SHARES OF THE PACKAGE OFFERED VALUED AT SEVEN MILLION FOUR HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND SEVENTY FIVE CENTS (BS 7.499.999,75). JORGE LUIS GARCIA PINEROS SELLS SAID SHARES RECEIVING IN EXCHANGE THE SALE PRICE IN CASH.

JULIA IRENE AVENDANO CARRERO EXPRESSES HER WILLINGNESS TO FORM PART OF THE COMPANY THROUGH THE PURCHASE OF THIRTEEN (13) SHARES VALUED AT THREE MILLION EIGHT HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND EIGHTY SEVEN CENTS. JORGE LUIS GARCIA PINEROS SELLS SAID SHARES RECEIVING CASH IN EXCHANGE.

ARGENIS JOSE RODRIGUEZ SARMIENTO ALSO REQUESTS TO PURCHASE TWELVE (12) SHARES VALUED AT THREE MILLION FIVE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND EIGHTY EIGHT CENTS (BS 3.899.999,87). JORGE LUIS GARCIA PINEROS SELLS SAID SHARES IN EXCHANGE FOR CASH. SALE IS HELD IN ACCORDANCE WITH THE RULES AND REGULATIONS ESTABLISHED IN THE CURRENT CODE OF COMMERCE. THE SELLER RECEIVED THE TOTAL SUM OF TWENTY NINE MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS WHICH EQUAL ONE HUNDRED (100) SHARES AND ACCOUNT FOR ONE HUNDRED (100%) PER CENT OF THE CAPITAL STOCK OF GRANELES VENEZUELA INC. SHARES WERE TRANSFERRED TO EACH BUYER. SPOUSE OF PINEROS AGREES WITH THE SALE OF STOCK. FIRST ITEM WAS APPROVED UNANIMOUSLY.

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TALLAHASSEE, FLORIDA

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SECOND ITEM:

JOSE GREGORIO AVENDANO CARRERO REQUESTS TO INCREASE THE COMPANY'S CAPITAL STOCK DUE IN THE FOLLOWING MANNER: RAISE THE COMPANY'S CURRENT CAPITAL STOCK OF TWENTY NINE MILLION NINE HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS (BS 29.999.999,00) TO ONE HUNDRED ELEVEN MILLION EIGHT HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY SIX BOLIVARS AND THIRTY CENTS (BS 111.899.996,30) THROUGH THE ADDITION OF TWO HUNDRED SEVENTY THREE (273) NEW SHARES EACH VALUED AT TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND NINETY NINE CENTS (BS 299.999,99 EACH). EACH SHARE HAS BEEN SUBMITTED KEEPING THE EXACT PERCENTAGE OF EACH MEMBER.

SECOND ITEM WAS UNANIMOUSLY APPROVED.

THIRD ITEM:

JOSE GREGORIO AVENDANO CARRERO STATES THE NEED FOR A NEW AUDITOR/ACCOUNTANT. DEL CARMEN MIRANDA RODRIGUEZ IS NOMINATED AND UNANIMOUSLY APPROVED.

FOURTH ITEM:

JOSE GREGORIO AVENDANO CARRERO RESIGN AS CHAIRMAN OF THE BOARD AS PART OF THE FIRM'S RESTRUCTURING PROCESS. ITEM IS UNANIMOUSLY APPROVED.

FIFTH ITEM:

JOSE GREGORIO AVENDANO CARRERO PRESENTS THE COMPANY'S FINANCIAL STATEMENT FOR 2006. FINANCIAL STATEMENT WAS UNANIMOUSLY APPROVED FOLLOWING DISCUSSION.

SIXTH ITEM:

JOSE GREGORIO AVENDANO CARRERO READ THE AMENDMENT TO THE ARTICLE FIVE OF THE COMPANY'S ARTICLES OF INCORPORATION/ORGANIZATION WHICH SHALL NOW READ: "THE CAPITAL STOCK OF THE COMPANY SHALL BE FOR THE AMOUNT OF ONE HUNDRED ELEVEN MILLION, EIGHT HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY SIX BOLIVARS AND THIRTY CENTS (BS 111.899.996,30) REPRESENTED BY THREE HUNDRED SEVENTY THREE SHARES EACH VALUED AT TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND NINETY NINE CENTS (BS. 299.999,99) WHICH HAVE BEEN EQUALLY PAID BY EACH OF THE SHAREHOLDERS..." ITEM WAS UNANIMOUSLY APPROVED.

SEVENTH ITEM:

JOSE GREGORIO AVENDANO CARRERO READS THE NEW SHAREHOLDER DISTRIBUTION FOLLOWING THE COMPANY'S RESTRUCTURING: ARTICLE SIX: "THE COMPANY POSSESSES THREE HUNDRED SEVENTY THREE (373) SHARES EACH VALUED AT TWO HUNDRED NINETY NINE THOUSAND NINE HUNDRED

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NINETY NINE BOLIVARS AND NINETY NINE CENTS (BS. 299.999,99 EACH). THE CAPITAL STOCK IS ONE HUNDRED ELEVEN MILLION, EIGHT HUNDRED NINETY NINE THOUSAND NINE HUNDRED NINETY SIX BOLIVARS AND THIRTY CENTS (BS 111.899.996,30) WHICH IS DIVIDED AS FOLLOWS: SILVESTRE AVENDANO VELASCO NINETY TREE AND A QUARTER (93.25) SHARES VALUED IN TOTAL TWENTY SEVEN MILLION NINE HUNDRED SEVENTY FOUR THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND SEVEN CENTS (BS 27.974.999,07). JOSE GREGORIO AVENDANO CARRERA NINETY THREE AND ONE QUARTER (93.25) SHARES FOR A TOTAL VALUE IN BOLIVARS OF TWENTY SEVEN MILLION NINE HUNDRED SEVENTY FOUR THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND SEVEN CENTS (BS 27.974.999,07). JULIA IRENE AVENDANO CARRERO FORTY EIGHT AND FORTY NINE SHARES TOTALING FOURTEEN MILLION FIVE HUNDRED FORTY SIX THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND FIFTY TWO CENTS (BS 14.546.999,52) AND FINALLY ARGENIS JOSE RODRIGUEZ SARMIENTO WHO HAS FORTY FOUR AND SEVENTY SIX SHARES TOTALING THIRTEEN MILLION FOUR HUNDRED TWENTY SEVEN THOUSAND NINE HUNDRED NINETY NINE BOLIVARS AND FIFTY FIVE CENTS (BS 13.427.999,55)".

EIGHTH ITEM:

AMENDMENT TO ARTICLE NINE AND ELEVEN OF THE ARTICLES OF INCORPORATION/ORGANIZATION WHICH SHALL READ AS FOLLOWS:

ARTICLE NINE: THE COMPANY SHALL BE GOVERNED AND ADMINISTERED BY A BOARD OF OFFICIALS MADE UP OF ONE PRESIDENT, ONE VICE PRESIDENT AND TREASURER, THREE DIRECTORS WHO SHALL SERVE FOR A TERM OF TWO YEARS, ALLOWING REELECTION AT THE BOARD'S DISCRETION. ARTICLE ELEVEN: THE PRESIDENT AND VICE PRESIDENT SHALL SEPARATELY HAVE COMPLETE POWER TO LEGALLY BIND AND FINANCIALLY MANAGE THE COMPANY IN ANY WAY EITHER ONE SEES FIT. ANY OF THESE DUTIES CAN BE ASSIGNED TO THE DIRECTORS.

NINTH ITEM:

AMENDMENT OF NINETEENTH ARTICLE TO READ AS FOLLOWS: THIS BOARD DESIGNATES SILVESTRE AVENDANO VELASCO AS PRESIDENT, JOSE GREGORIO AVENDANO CARRERO AS VICE PRESIDENT, AND JOSE JAVIER AVENDANO CARRERO, JULIA IRENE AVENDANO CARRERO AND ARGENIS JOSE RODRIGUEZ SARMIENTO AS DIRECTORS. ISBELIA DEL CARMEN MIRANDA RODRIGUEZ AS AUDITOR/ACCOUNTANT. SONIA CARDENAS HAS BEEN AUTHORIZED TO RECORD THESE MINUTES. MEETING IS ADJOURNED. SIGNED SILVESTRE AVENDANO VELASCO AS PRESIDENT AND DECLARES THAT THIS IS A TRUE CORRECT COPY OF THE ORIGINAL IN LAGUNILLAS, ZULIA.

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FOLLOWING IS A SUMMARY TRANSLATION OF THE MINUTES OF THE SHAREHOLDERS MEETING OF GRANELES VENEZUELA, INC. HELD ON SEPTEMBER 19, 2008 AND REQUESTED BY RICHARD PRIETO BEFORE ATTORNEY JAVIER ROBERTO FLORES, INTERIM COMMERCIAL REGISTRAR OF THE JUDICIAL DISTRICT OF THE STATE OF ZULIA AS FOLLOWS:

RECEIVED: 12/1/08
FEES: 60 AND 64
DATED: 12/4/08
PROCESSED BY: DANIELA

SHAREHOLDERS MEETING WAS HELD ON SEPTEMBER 19, 2008 AT 3:00 P.M. AT THE COMPANY'S HEADQUARTER LOCATED AT ZONA INDUSTRIAL CARRETERA N (CALLE 06) ENTRE AVENIDA 52 Y 61, IN FRONT OF SIZUCA IN THE CITY OF OJEDA, STATE OF ZULIA.

THE FOLLOWING INDIVIDUALS WERE IN ATTENDANCE AND QUORUM WAS ESTABLISHED:

SILVESTRE AVENDANO VELASCO – 93.25 SHARES
JOSE GREGORIO AVENDANO CARRERO – 93.25 SHARES
JOSE JAVIER AVENDANO CARRERO – 93.25 SHARES
JULIA IRENE AVENDANO CARRERA – 48.49 SHARES
ARGENIS JOSE RODRIGUEZ SARMIENTO – 44.76 SHARES

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ITEMS ON THE AGENDA:

1. SALE OF STOCK
2. AMENDMENT OF ARTICLE SIX OF THE COMPANY'S ARTICLES OF INCORPORATION ADDRESSING SHAREHOLDER COMPOSITION
3. AMENDMENT OF ARTICLE SIX RELATED TO THE STRUCTURE OF THE COMPANY'S BOARD OF DIRECTORS.
4. AMENDMENT OF ARTICLE NINETEEN OF THE COMPANY'S ARTICLES OF INCORPORATION/ORGANIZATION WHICH ESTABLISHES EACH SHAREHOLDER'S OFFICE AND DUTIES

MINUTES

FIRST ITEM:

SILVESTRE AVENDANO VELASCO EXPRESSED AN INTEREST IN SELLING HIS 93.25 SHARES FOR TWO HUNDRED NINETY NINE BOLIVARS AND NINETY NINE CENTS (BS 299,99) EACH REPRESENTING A TOTAL

OF TWENTY SEVEN THOUSAND NINE HUNDRED SEVENTY FOUR BOLIVARS AND NINETY NINE CENTS (BS 27.974,99). THE REMAINING SHAREHOLDERS PURCHASED THE SHARES AS FOLLOWS:

JOSE GREGORIO AVENDANO – 23.31 SHARES TOTALING SIX THOUSAND NINE HUNDRED NINETY TWO BOLIVARS AND SEVENTY SIX CENTS (BS 6.992,76)

JOSE JAVIER AVENDANO – 23.31 SHARES TOTALING SIX THOUSAND NINE HUNDRED NINETY TWO BOLIVARS AND SEVENTY SIX CENTS (BS 6.992,76)

JULIA IRENE AVENDANO – 23.31 SHARES TOTALING SIX THOUSAND NINE HUNDRED NINETY TWO BOLIVARS AND SEVENTY SIX CENTS (BS 6.992,76)

ARGENIS RODRIGUEZ SARMIENTO – 23.31 SHARES TOTALING SIX THOUSAND NINE HUNDRED NINETY TWO BOLIVARS AND SEVENTY SIX CENTS (BS 6.992,76). HIS WIFE, MARIA ANGELA DE AVENDANO AGREES WITH THE PURCHASE.

SECOND ITEM:

JOSE GREGORIO AVENDANO READ THE PROPOSED VERBIAGE TO ARTICLE SIX OF THE ARTICLES OF INCORPORATION/ORGANIZATION: "THE COMPANY'S STOCK HAS BEEN ASSIGNED AND PAID FOR IN ITS ENTIRETY BY THE SHAREHOLDERS IN THE FOLLOWING MANNER: JOSE GREGORIO AVENDANO CARRERO HAS PURCHASED AND PAID FOR (116.56) TOTALING (BS 34.966,83); JOSE JAVIER AVENDANO CARRERO HAS PURCHASED AND PAID FOR (116.56) TOTALING (BS 34.966,83); JULIA IRENE AVENDANO CARRERO HAS PURCHASED AND PAID FOR (71.80) SHARES TOTALING (BS 21.539,28); AND FINALLY ARGENIS JOSE RODRIGUEZ SARMIENTO HAS PURCHASED AND PAID FOR (68.07) TOTALING (BS 20.420,31)." THIS ITEM WAS UNANIMOUSLY APPROVED.

THIRD ITEM:

JOSE GREGORIO AVENDANO READ THE PROPOSED VERBAGE TO ARTICLE NINE OF THE COMPANY'S ARTICLES OF INCORPORATION/ORGANIZATION: "THE COMPANY SHALL BE RULED AND ADMINISTERED BY A BOARD OF DIRECTORS MADE UP OF ONE PRESIDENT, ONE VICE PRESIDENT AND TWO DIRECTORS WHO SHALL EACH SERVE FOR A PERIOD OF TWO YEARS WITH OPTION FOR REELECTION AS OFTEN AS NECESSARY AND DEEMED APPROPRIATE BY THE BOARD." THIS ITEM WAS UNANIMOUSLY APPROVED.

FOURTH ITEM:

JOSE GREGORIO AVENDANO READS THE PROPOSED AMENDMENT TO ARTICLE NINETEEN OF THE ARTICLES OF INCORPORATION/ORGANIZATION: "THIS BOARD APPOINTS JOSE GREGORIO AVENDANO CARRERO AS PRESIDENT, JOSE JAVIER AVENDANO CARRERO AS VICE PRESIDENT AND JULIA IRENE AVENDANO CARRERO AND ARGENIS JOSE RODRIGUEZ SARMIENTO AS DIRECTORS." THIS ITEM WAS

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APPROVED UNANIMOUSLY. THE MEETING WAS ADJOURNED AND RICHARD PRIETO WAS AUTHORIZED TO SUBMIT THESE MINUTES FOR RECORDING.

SIGNED BY SILVESTRE AVENDANO VELASCO, JOSE GREGORIO AVENDANO, JOSE JAVIER AVENDANO, JULIA IRENE AVENDANO, ARGENIS JOSE RODRIGUEZ SARMIENTO AND MARIA ANGELA DE AVENDANO.

JOSE GREGORIO AVENADNO CARRERO DECLARES THESE MINUTES TO BE A TRUE AND CORRECT COPY OF THE ORIGINALS.

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