

F10000004284

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

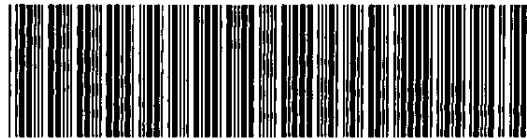
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Some pages are
front & back

Office Use Only



000184534310

000184534310
08/26/10--01021--008 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 29 P 12:05

FILED

W13-40486

662
544
523
2553

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SILICONES VENEZUELA C.A.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," 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:

SALVADOR DEL VALLE PUERTA MENESES

Name of Person

SILICONES VENEZUELA C.A.

Firm/Company

AV. PROLONGACION AV. ARAGUA LOTE BB2 N-1-1 SECTOR GUASIMAL

Address

MARACAY, ESTADO ARAGUA 2102 REPUBLIC OF VENEZUELA

City/State and Zip code

silicones@cantv.net ✓

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

For further information concerning this matter, please call:

SALVADOR PUERTA

Name of Person

at (58243) 2178906

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

FILED
2010 SEP 29 P 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2010

SALVADOR DEL VALLE PUERTA MENESES
AV. PROLONGACION AV. ARAGUA LOTE BB2
N1-1 SECTOR GUASIMAL MARACAY, ESTADO
ARAGUA 2102 REPUBLIC OF VENE, XX

SUBJECT: SILISIONES VENEZUELA CORP
Ref. Number: W10000040486

We have received your document for SILISIONES VENEZUELA CORP and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

The entity's date of incorporation/organization must be listed in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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

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: 910A00020571

**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. SILICONES VENEZUELA 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. Republic of Venezuela

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

3. _____

(FEI number, if applicable)

4. Feb 27, 1997

(Date of incorporation)

5. 2022

(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. ARAGUA AV. LOTE 882 NUMBER 1-1 GUASIMAL NEIGHBORHOOD MARACAY STATE OF ARAGUA

(Principal office address)

ARAGUA AV. LOTE 882 NUMBER 1-1 GUASIMAL NEIGHBORHOOD MARACAY STATE OF ARAGUA

(Current mailing address)

8. BUYING, SELLING, IMPORTING, EXPORTING, MANUFACTURING, PACKING AND DISTRIBUTING OF SILICONE

(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: Nestor Mandel

Office Address: 9631 NW 4 Terr No. 3

Miami

(City)

, Florida 33126

(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 SEP 29 P 12:00

FILED

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.

Nestor Mandel

(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DIRECTOR-MANAGER SALVADOR PUERTA MENESES

Address: 6TH STREET, EL CENTRO NEIGHBORHOOD, NUMBER 159

MARACAY, STATE OF ARAGUA, REPUBLIC OF VENEZUELA

Director: AUXILIARY-DIRECTOR NELLY LANDAETA DE PUERTA

Address: 6TH STREET, EL CENTRO NEIGHBORHOOD, NUMBER 159

MARACAY, STATE OF ARAGUA, REPUBLIC OF VENEZUELA

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

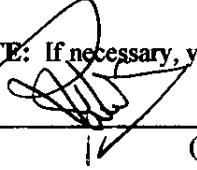
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 

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

14. Salvador Puerta, Director Nelly De Puerta, Director

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

FILED
2000 SEP 29 P 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Dirección General de Justicia
Instituciones Religiosas y Cultos
Oficina de Interpretes Públicos

FILED

2010 SEP 29 P 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSTANCIA

De conformidad con lo establecido en el artículo 3 de la Ley de Intérpretes Públicos, en concordancia con los artículos 2, 16 y 19 del Reglamento de la Ley de Intérpretes Públicos, en los cuales se le atribuye al extinto Ministerio de Justicia hoy Ministerio del Poder Popular para Relaciones Interiores y Justicia, a través de su Dirección General de Justicia y Cultos, ahora Dirección General de Justicia, Instituciones Religiosas y Cultos la función de expedición de Títulos y Credenciales de Intérpretes Públicos y de conformidad con lo establecido en el Decreto Presidencial N° 371 de fecha 07-10-99, contentivo del Reglamento Orgánico del Ministerio del Interior y Justicia publicado en la Gaceta Oficial de la República de Venezuela N° 5.389 Extraordinario de fecha 21-10-99, la suscrita Directora General de Justicia, Instituciones Religiosas y Cultos de este Ministerio hace constar que la ciudadana **AMPARO MONTOYA DE MATTERN**, titular de la cédula de identidad N° **6.233.609** es Intérprete Público en el idioma **INGLES**, según Título otorgado por este Ministerio en fecha **21/06/1977** publicado en la Gaceta Oficial de la República de Venezuela N° **31.338** de fecha **11/10/1977**

Constancia que se expide a petición de parte interesada a los **19** días del mes de **AGOSTO** del año **2010**



Atentamente,

BERENICE BERNAL IRIBARREN
DIRECTORA GENERAL DE JUSTICIA, INSTITUCIONES RELIGIOSAS Y CULTOS
"No es una religión, es una forma de vida"

HUGO CHÁVEZ FRÍAS



Gobierno Bolivariano de Venezuela

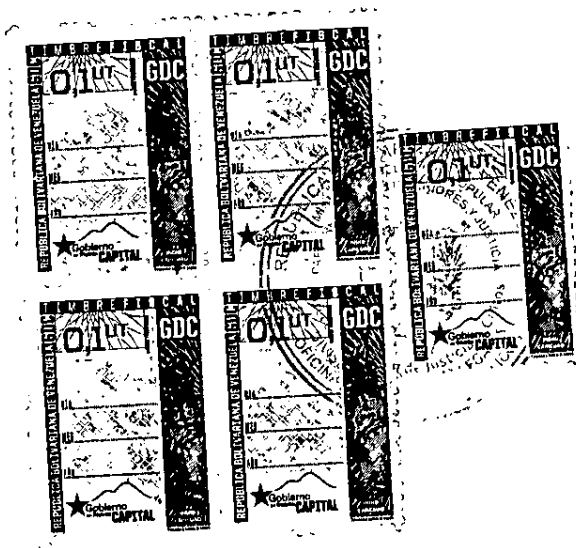
Ministerio del Poder Popular para Relaciones Interiores y Justicia





REPÚBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA
DIRECCION GENERAL DE SEGURIDAD JURIDICA E INSTITUCIONES RELIGIOSAS

La anterior constancia fue expedida a petición de la parte interesada, de conformidad con lo establecido en la Ley de Timbre Fiscal, publicada en la Gaceta Oficial N° 5.416 de fecha 22-12-1999, en el Artículo N° 4 Ordinal 5, concatenado con la Gaceta Oficial N° 39.127 de fecha 26-02-2009, mediante providencia emanada del SENIAT, en la cual se reajusta la Unidad Tributaria de Bs. 46.000,00 a Bs. 55.000,00 (BF 55,00). En consecuencia se establece que el monto por legalización es de Bs. 32.500,00 (Bs.F 32,50) que es igual a (0,5 U.T.) por documento.



I, Amparo de Mattern, I. D. Card No. 6.233.609, who undersigns, Public Interpreter and Translator of English of the Bolivarian Republic of Venezuela, according to Title No. 18, issued by the Ministry of Justice (now called Ministry of Popular Power for Interior Relations and Justice), and published in Official Gazette No. 31.338, dated October 11, 1977, registered at the Principal Office of Public Registry of the Federal District (now called Capital District), on the 15th. of September, 1977, under No.236, folio 122 of Protocol Unique and Principal, Volume II, and in the Court of First Instance in the Civil and Mercantile Matters of the Judicial Circumscription of the State of Aragua, on the 22nd. Of September 1977, under No. 4, folio 3 of the respective book, and also registered at the Embassies of the United States of America, Great Britain and the Republic of Trinidad and Tobago, in Caracas, do hereby certify that a document written in Spanish has been presented to be to be translated into English and reads as follows:

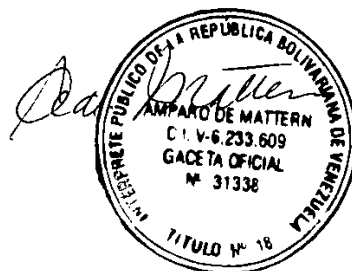
"CONSTITUTION OF THE BOLIVARIAN REPUBLIC OF VENEZUELA.

Article 141. The Public Administration is at the service of the citizen and is based on the principles of honesty, participation, swiftness, efficiency, transparency, transparent balances and responsibility in the exercise of its Public function, with complete compliance to Law and Rights.

Law of Public Registries and Notaries (There are the following Articles corresponding to the above-mentioned Law. Articles 25, 26, 27, 65, and 66). (There are stamped the Coat of Arms of the Bolivarian Republic of Venezuela and the one of the Ministry of Popular Power for Interior Relations and Justice as well as the Emblem of Saren (Autonomous Service of Registries and Notaries), Ministry of Popular Power for Interior Relations and Justice.

(Attached to this first folio, there are the following documents): Hour: 11:20:06. Valid until September 28, 2010. NOTE: After the issue of the Bank unique voucher, a term of 60 days will be available for its filing before the Main Registry of the State of Aragua.- Date of issue: July 07, 2010. SAREN, Autonomous Service of Registries and Notaries.- **BANK UNIQUE VOUCHER No. 273 – 000 - 25672. Service of Registries and Notaries Acts.** Complete Name: **ALEXIS PUERTA, I, D,** CARD No. 15498500. Type of Transaction: **LEGALIZATION.** Treasury Bank. Concept: Cash amount or check of the same bank. Total amount: (Bs.F.) 130.00 (one hundred thirty Bolivars). Illegible signature of issuing bank officer). (Illegible signature of receiver bank officer). Checking Officer: Lourdes de Rodríguez, I. D. Card No. 4.545.581, Copyist 1. Mario de J. Arvelaez R., I. D. Card No. 4.111.513. (There is affixed the official seal of the bank cashier). (The next folios read as follows):

BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE. RM No. 283, 200 and 151. AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES. FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA. The undersigned **CERTIFIES** that she has compared the **Certified Photo Static Copy**, containing **six (6)** folios reproduced ahead, which are a true and exact translate of the Document registered under Number: 22 – **INCORPORATION PAPERS, VOLUME 822 – A – 1997, FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA, DATED 02/26/1997. CORRESPONDING TO THE COMPANY: SILICONES DE VENEZUELA, C.A., WHICH IS REGISTERED UNDER Entry No. 32349. Dated at GIRARDOT MUNICIPALITY, 27TH OF JULY OF THE YEAR TWO THOUSAND TEN.** I also **CERTIFY** that his photo static copy has been made in this office by the Officer: **MARIA LUISA SALCEDO MANJARREZ,** holder of I. D. Card No. V – 11.971.236. She is authorized by me to do so and signs



each page of the present certification. (Illegible signature) Lawyer MARY MICAELA MARTINEZ FERNANDEZ, Mercantile Registrar. (Official seal stamped).

(Attached to this folio, there are the following documents: Date of issue: July 21, 2010. SAREN, Autonomous Service of Registries and Notaries.- **BANK UNIQUE VOUCHER No. 488 – 0000 - 0000. Service of Registries and Notaries Acts.** Complete Name: **NELLY JOSEFINA LANDADETA DE PUERTA I, D**, CARD No. V – 3.848.318. Type of Transaction: CERTIFIED PHOTO STATIC COPY. Treasury Bank. Concept: Cash amount or check of the same bank. Total amount: (Bs.F.) 43.55 (fourthy- three Bolivars and fifty-five cents). Illegible signature of issuing bank officer). (Illegible signature of receiver bank officer). Checking Officer: Lourdes de Rodríguez, I. D. Card No. 4.545.581, Copyist 1. Mario de J. Arvelaez R., I. D. Card No. 4.111.513. (There is affixed the official seal of the bank cashier). (There are more folios which read as follows):

STATE OF ARAGUA. AR 96 No.014465. Citizen: Mercantile Registrar of the Juridical Circumscription of the State of Aragua. Your Office.

I, Salvador del Valle Puerta Meneses, Venezuelan, of legal age, married, Public Accountant, with domicile in Maracay, State of Aragua, and holder of I. D. Card No. V-2.641.593, proceeding in my character of Directing Manager of Silicones Venezuela, C.A., a mercantile society en process of legalization and duly authorized by the Shareholders Meeting, respectfully appear before of you, in order to state and request in the name of the society I represent: In order to carry out the inscription of the society I am representing, in the books of Commercial Register, I attach herewith four (4) folios of the Constitution Papers and Bylaws of the before mentioned Mercantile Society "Silicones Venezuela, C.A.". I request the issue of the correspondent Certified Copies for their publication and further actuaciones. In Maracay, on the twenty-first of



February nineteen hundred ninety-seven. (Illegible signature) Salvador del Valle
Puerta Meneses, I. D. Card No. V- 2.641.593.

(On the next page there is the following legalization:)

**FIRST MERCANTILE REGISTRY OF THE JURIDICAL CIRCUMSCRIPTION OF THE
STATE OF ARAGUA.** Maracay, on the twenty-sixth of February nineteen hundred
ninety seven, years 186 and 138. The foregoing participation has been presented and
fulfilled all legal requirements, fix and publish the respective Entry, form the record of
the Corporation and file the original together with a copy of the Bylaws and further
annexed securities. Issue a copy for publication. The foregoing document, written by
Lawyer Jorge Peralta is registered in the Commercial Register under No. 22, Volume
822-A. Fees paid: Bs. 15.420,00 + 20.908,00, vouchers No. 92313 and 0696315. The
identification was carried out in the following way: **SALVADOR DEL VALLE PUERTA
MENESES**, holder of I. D. Card No. V- 2.641.593, married. (Official seal stamped). The
inscription was made by Marlenys Mora. (Illegible signature) Dr. Francia Francisca
Rojas Perez, First Mercantile Registrar. (Official seal stamped).

AR- 90 No. 0144848.- We, Salvador del Valle Puerta Meneses and Nelly Josefina
Landaeta de Puerta, both Venezuelan, of legal age, husband and wife, with residence
in Maracay, State of Aragua, Republic of Venezuela, holders of I. D. Card Numbers V-
2.641.593 and V-3.848.318 respectively, through this document declare that: We
have agreed to constitute, as effectively we have done, a Corporation, which activities
will be ruled, once it is registered and the legal steps have been complied with by the
following articles contained in this Incorporation Papers, which have been written
with sufficient amplitude, so that they serves, at the same time, as the By-Laws of the
Corporation, which are detailed in the following articles.-



CHAPTER I.

NAME, DOMICILE, OBJECT AND LIFE.

ARTICLE FIRST: The name of the Corporation will be **SILICONES VENEZUELA, C.A.**

ARTICLE SECOND: The social domicile of the Corporation will be in the City of Maracay, State of Aragua, Republic of Venezuela; however upon decision of the General Shareholders Meeting and previous the fulfillment of all legal dispositions. The Corporation is free to establish branches and/or agencies in any other place of the Republic of Venezuela or abroad.

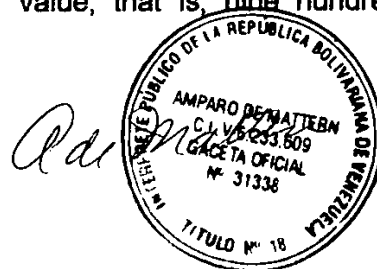
ARTICLE THIRD: The social object of the Corporation will be the buying, selling, importing, exporting, manufacturing, packing and distributing of silicone or other types or forms of glues and sealers and any other activity of licit commerce, inherent or connected with the main object of the Corporation.

ARTICLE FOURTH: The economic and legal course of the Corporation will start at the moment of the registration of its Present Incorporation Papers in the corresponding Mercantile Registry, and will have a life of twenty-five (25) years, counting from this date.

CHAPTER II.

CAPITAL, SHARES AND SHAREHOLDERS.

ARTICLE FIFTH. The Social Capital of the Corporation will be of one million Bolivars (Bs.1.000.000,00), represented by one thousand (1.000) shares, each one with a nominal valued one thousand Bolivars (Bs.1.000,00), which have been totally subscribed and paid, in the following way: Citizen Salvador del Valle Puerta Meneses, holder of I. D. Card No. V-2.641.593, has subscribed nine hundred (900) share with a global value of nine hundred thousand Bolivars (Bs.900.000,00), and has paid the one hundred percent (100%) of their value, that is, nine hundred

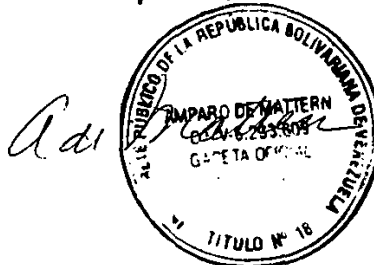


thousand Bolivars (Bs.900.000,00).- Citizen Nelly Josefina Landaeta de Puerta, holder of I. D. Card No. V-3.848.318 has subscribed one hundred (100) shares with a global value of one hundred thousand Bolivars (Bs.1.000.000,00) and has paid the one hundred percent (100%) of their value, (Bs.100.000,00). This amount together constitute the social, original capital of the Corporation, completely paid and deposited on the name of the Corporation, according to evidence by banking voucher attached.-

ARTICLE SIXTH. When the Director Manager deems it convenient representative titles of the shares will be issued, which will have the dispositions contained in Article 293 of the Commercial Code in force, they will be signed by two of its Directors and will be numbered and sealed with the Corporation's seal.

ARTICLE SEVENTH. The shares will be nominative and indivisible, therefore, only one owner will be recognized for each one of them; they will grant their holders the same rights and will impose the same duties and each one and will represent one vote at the Meetings. The ownership, cession or obligation of the shares will be verified through the registration of the corresponding entry in the Shareholders Book, which must be signed by the assignor and by the assignee, and if that were the case by the Director Manager of the Corporation.

ARTICLE EIGHTH. In the case that a shareholder decides to sell his(her) shares, he(she) should communicate this, in written way, to the Director Manager, who, in the same way, will notify this to the rest of the shareholders, who during the following sixty (60) continuous days of their respective notifications, will be able to use their preferential right in order to acquire the selling shares, with equal rights and proportionally to the capital they have subscribed and paid. In the case that several shareholders show their interest to acquire the selling shares, they can acquire them in the same proportion of the ones they have subscribed and paid. Once this time



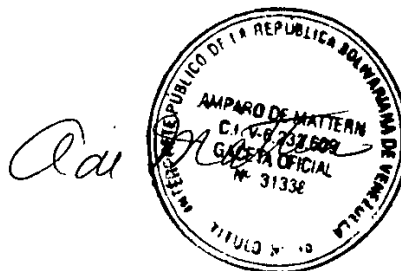
has elapsed without any of the shareholders showing his(her) interest in acquiring the shares, the offering shareholder will be free to sell the shares to third parties.

CHAPTER III.

IN RELATION TO THE MEETINGS.

ARTICLE NINTH. The supreme authority and direction of the Corporation will reside in the General Shareholders Meeting, legally constituted, either it is regular or special. Its decision reached within the limits of its legal and statuaries faculties will be obligatory by all the shareholders, inclusive for the ones that were not present in same, and in case these shareholders , show non-conformism, they are completely free to exercise the legal resources which could be possible exercise. During each meeting a Minute will be written, which should contain the names of shareholders attending, the number of shares each one represents and the decisions and measures therein agreed. Said Minute will be signed by all the shareholders attending the Meeting. The Meetings will be presided and directed by the Director Manager, and, in his(her) absence by the person chosen by the Meeting.

ARTICLE TENTH. The regular shareholders meeting will be carried out once every year, within the first seventy-five (75) days following the closing of the economic exercise. The Special Shareholders Meetings will be carried out any time that the interests of the Corporation considers it necessary. The Meetings, either regular or special will be carried out previous call from the Director Manager, published in a newspaper, with at least, five (5) continuous days in advance, from the date fixed for the Meeting, and enumerating the points which will be dealt with for consideration, but if the totally of the Social Capital of the Corporation is represented, the Meeting can validly be constituted, doing without the requirement of the "previous call". The shareholders can be represented in the Meetings, by representatives authorized by a legal power.



ARTICLE ELEBENTH. THE SHAREHOLDERS MEETINGS. The Shareholders Meetings, either ordinary or special, will be validly constituted in order to deliberate and settle all the points submitted to consideration, when, at least, the fifty-one (51%) percent of the Social Capital of the Corporation is represented in same and its decisions will be valid, if they are accepted by the majority of the votes therein represented; but to sell or burden the property of the Corporation; appoint the Directors or modify these Incorporation Papers, the favorable vote of the shareholders present or not in the respective Meeting will be necessary.

ARTICLE TWELFTH. The attributions of the Regular Meeting are: A. Appoint and remove the Directors and the Managers. B. Appoint the Statutory Auditor. C. Discuss and approve or modify the General Balance of the Corporation and the Demonstrative Loss and Profit States, previous consideration of the Statutory Auditor's report. D. Consider and solve in regard to the reports, that about the activities of the Corporation during the economic exercise and which are presented by the Director and the Managers. E) Decide in regard to the distribution of dividends and the constitution of the reserve funds, based on the recommendation of the Directors, Managers, and Statutory Aduditor. F). Other attributions and subjects fixed by the Law or which are submitted to consideration by the Directors.

CHAPTER IV.

ADMINISTRATION OF THE CORPORATION.

ARTICLE THIRTEENTH. The direction and administration of the Corporation will be in charge of one Director Manager and one Auxiliary Director, who can be or not Shareholders, who will be in his(her) position during three (3) years, who can be reelected. The Directors, once elapsed the term of their functions, will remain in their respective positions, with full faculties until the Shareholders Meeting legally constituted decides to ratify them or appoint substitutes.



of the Commerce Code in force, the Directors, if they were shareholders, they should deposit in the Social Fund of the Corporation, ten (10) of their shares, and if not, the equivalent in cash.

ARTICLE FIFTEENTH. The Director Manager of the Corporation, acting individually and, during his absence, the Auxiliary Director will have the function to represent the Corporation with full powers of administration and disposition, of the goods and rights which constitute or could constitute the patrimony, and, in particular, he will have the following faculties: A. Call the Meetings, fixed the matters which will be dealt with and comply with and make to be complied with the decisions therein taken. B. Write the Balance, the General Inventory, the Profit and Loss Statement and a detailed Report about the administration of the Corporation, and all of this has to be presented annually and be submitted to the consideration of the Regular Shareholders Meeting. C. Calculate and determine the dividends to be distributed among the shareholders, agree and fix the opportunity of the payment and establish the amount of the contributions which are considered convenient, for reserve funds or warranties, submitting this to the consideration of the Regular Shareholders Meeting. D. Represent the Corporation in its business and contracts with third parties, in relation with the object of the Corporation, being able to manage and subscribe all kinds of acts and documents, public or private, in representation of the Corporation. E) Open, move and close banking accounts in national or foreign banks, deposit and draw funds of the Corporation in banks, other credit institutions and commercial houses. F) Represent the Corporation judicial or extra judicially, being able to constitute the corresponding agents with faculties to accept citations or notifications, agree, desist, make concessions, compromise in arbiters arbitrators or of right, dispose of the right in litigation, make bids in auctions, represent the Corporation in Meetings, or other in which it has representation with decision faculties, etc. G) And, in general, carry out



any and all usual acts and of normal management, administration and disposition of the Corporation, as the enumerated faculties have been of declaratory title and in no case limitative.

CHAPTER V.

STATUTORY AUDITOR.

ARTICLE SIXTEENTH. The Corporation will have a Statutory Auditor, who will be appointed by the Regular Shareholders Meeting and who will be in the exercise of his(her) functions the same amount of years as the Directors, and who can be reelected.

ARTICLE SEVENTEENTH. The Statutory Auditor will count with unlimited inspection and vigilance rights in regard to all the operations of the Corporation and will control the accounting of the Corporation. He must deliver to the Directors, thirty (30) days before the Regular Meeting, a detailed report of the activities of the Corporation, together with the respective General Balance, and he (she) must duly fulfilled the obligations assigned to him(her) contained in Articles 287. 305, 311 and others, which regulate his(her) activities contained in the Commercial Code in force.

CHAPTER VI.

ACCOUNTING, BALANCES AND PROFITS.

ARTICLE EIGHTEENTH. The economic exercise of the Corporation will start on the first (1st.) of January each year and will end on the thirty-first (31st.) of December of the same year, with the exception of the one corresponding to the first (1st.) period, which will start on the date that Incorporation Papers and Bu-Laws of the Corporation are registered and will finish on the thirty-first (31st.) of December of the year nineteen ninety-seven (1997).

ARTICLE NINETEENTH. The accounting of the Corporation will be carried out according to provision contained in the Commercial Code in force, and the Balance



will be presented according to provisions contained in the before-mentioned code.-

ARTICLE TWENTIETH. The General Balance and the Demonstrative Profit and Loss Statement obtained during the respective economic exercise, together with the Report of the Statutory Auditor will be submitted to the consideration of the Regular Shareholders Meeting for its discussion, approval or modification, according to provisions contained in the Commercial Code in force, and these By-Laws.

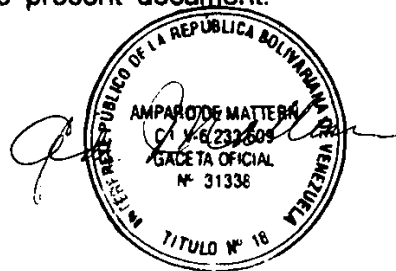
ARTICLE TWENTY-FIRST. Yearly, and from the liquid benefits obtained by the Corporation, if that were the case, a sum of a ten percent (10%) will be set apart towards the formation of a Reserve Fund, till same reaches an amount equivalent to the twenty percent (20%) of the social capital of the Corporation, the surplus profit, if there was any, will be set out in the way the Meeting agrees.

CHAPTER VII.

FINAL ARRANGEMENTS.

ARTICLE TWENTY-SECOND. In regard to anything that has not been provided for in these Incorporation Papers, it will proceeded according to what is expressly established in the Commercial Code, the custom and the doctrine exist for this type of Corporations.

ARTICLE TWENTY-THIRD. For the first administrative period, citizen Salvador del Valle Puerta Meneses, holder of I. D. Card No. V-2.641.593 is hereby designed as Director Manager and as Auxiliary Director, citizen Nelly Josefina Landaeta de Puerta, holder of I. D. Card No. V-3.848.318 is hereby designed, and for the position of Statutory Auditor, citizen Alex Piñates, Certified Public Accountant, No.26.894 and holder of I. D. Card No. V-4.816.036 is hereby designed, who being present accepted the position, in testimony whereof, he signs the present Act. Citizen Salvador del Valle Puerta Meneses, holder of I. D. Card No. V-2.641.593, to carry out all the formalities in relation to the registration and publication of the present document.



Once read the present Act, in high voice, it was signed in agreement by the shareholders adjourning the Meeting. Attached to this document there is evidence that a Bank Deposit on behalf of Silicones Venezuela, C.A. for the amount of one million Bolivars (Bs.1.000.000,00) was deposited. Given in Maracay, on the twenty-first (21st.) of the month of February of the year nineteen ninety-seven (1997).- (Illegible signature): Salvador del Valle Puerta Meneses, holder of I. D. Card No. V-2.641.593. (Illegible signature): Nelly Josefina Landaeta de Puerta, holder of I. D. Card No. V-3.848.318. (Illegible signature): Alexis Piñates, holder of I. D. Card No. V-4.816.036, Public Accountant, Certified Public Accountant No. 26.894^o.

BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATION AND JUSTICE. AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES. FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA.

RM No. 283. years 200 and 151.

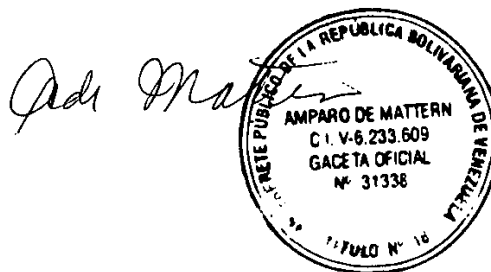
Municipality of Girardot, 27th of July 2010.

On this date a document was received, consistent of six (6) useful folios. Attach the request to the files of the Corporation. Issue certified copy, inserting the present proceedings. The Fiscal Fees have been paid according to receipt No. 28300009331.

I, the undersigned, do hereby certify that the foregoing **Certified Photo Static Copy** is a true and exact copy of the same, which are inserted in record number 32349, which has been paid according to voucher RM No. 283.2010.3.1160. (Illegible signature), Lawyer MARY MICAELA MARTINEZ FERNANDEZ, Mercantile Registrar. (Official seal stamped).

THIS PAGE BELONGS TO: SILICONES VENEZUELA, C.A. Record No. 32349.

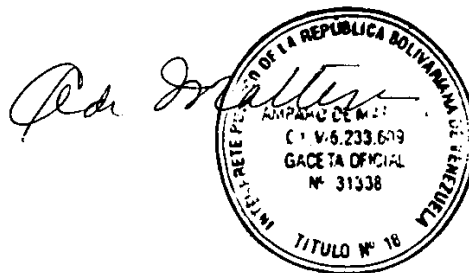
(There is stamped a Venezuelan Fiscal Stamp FOR a value of 0.15 Venezuelan Tax Units).



BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATION AND JUSTICE. AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES. (SAREN). PRINCIPAL REGISTRY OF THE STATE OF ARAGUA. The foregoing signature of citizen DR. MARY MICAELA MARTINEZ FERNANDEZ, who by the date of subscribing this act was, FIRST MERCANTILE REGISTRAR (DEPUTY) OF THE STATE OF ARAGUA, is hereby legalized. It is advised that the present Legalization does not prejudice any further matter in form or substance. Fiscal Fees: 0.4 Tax Units. Voucher No. 273-25672, Receipt No. 20433. Maracay, 04th of August 2010. **THE MAIN REGISTRAR**, (Illegible signature) **LAWYER MARIO ARVELAEZ RENGIFO**. According to Resolution No. 459, dated 19th of September 2008, by the Ministry of Popular Power for Interior Relations and Justice, published in Official Gazette of the Bolivarian Republic of Venezuela No. 39022, dated 23rd of September 2008. (There is affixed a Venezuelan fiscal stamp for a value of 0.5 Tax Units). (The next page reads as follows):

BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATION AND JUSTICE. AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES.

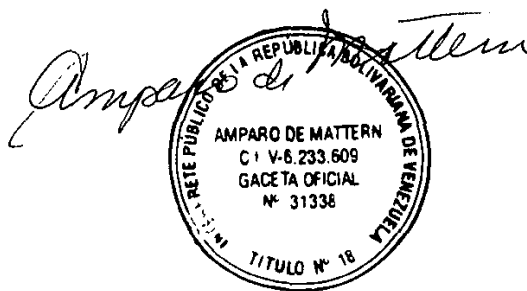
The previous signature of citizen **MARIO ARVELAEZ RENGIFO**, who is, as his title reads, **Principal Registrar of the State of Aragua**, is hereby legalized. Be advised, that the present legalization does not prejudice any further matter in form or substance. Caracas, on the 5th of August, 2010. Years: 200 and 151. For the Minister, (Illegible signature), **JOSE LUIS ERNESTO SILVA ORTA**, GENERAL DIRECTOR OF THE AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES. Resolutions No. 223 and 224, dated August 04, 2010, published in Official Gazette of the Bolivarian Republic of Venezuela No. 39.480, dated August 04, 2010. (Official seal stamped).



*Document signed electronically with the same evidential value of written documents,
according to Article 4 of the Law of electronic data messages and signatures.*

On a separate piece of paper there is the following legalization: No. 0045691, 0094080. BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF FOREIGN AFFAIRS. OFFICE FOR CONSULAR RELATIONS. APOSTILLE. Convention of The Hague of October 5, 1961. 1.- Country: VENEZUELA. The present Public Document: 2.- Has been subscribed by: JOSE LUIS SILVA ORTA 3.- Acting as: GENERAL DIRECTOR OF SAREN. 4.- It bears the seal / stamp of: MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE. Certification. 5.- In Caracas: AUGUST 10, 2010. 6.- For the Minister: 7.- No.: 0094080. 8.- Seal / Stamp: Official seal of the Legalization Department stamped 9.- Signature: (Illegible signature), Morella Mora, Director of National Consular Service. Official Gazette No. 99.411, dated April 27, 2010. Rs. DM No. 083-B. (There are affixed Venezuelan fiscal stamps for a total value of 0.4 Venezuelan ax Units)."

This is a faithful and true translation to English of the annexed Document written in Spanish, which I have done upon request of the interested party. In testimony whereof, I have hereunto set my hand and stamped my seal in Maracay, on the 16th of August of the year 2010.



CONSTITUCION DE LA REPUBLICA BOLIVARIANA DE VENEZUELA

Artículo 141. La Administración Pública está al servicio de los ciudadanos y ciudadanas y se fundamenta en los principios de honestidad, participación, celeridad, eficacia, transparencia, rendición de cuentas y responsabilidad en el ejercicio de la función pública, con sometimiento pleno a la ley y al derecho.

LEY DE REGISTRO PUBLICO Y DEL NOTARIADO

ART. 25. — Misión. La misión de los registros es garantizar la seguridad jurídica de los actos y de los derechos inscritos, con respecto a terceros, mediante la publicidad registral.

ART. 26. — Publicidad registral. La publicidad registral reside en la base de datos del sistema automatizado de los registros, en la documentación archivada que de ellas emanan y en las certificaciones que se expidan.

ART. 27. — Efectos jurídicos. Los asientos o informaciones registrales contenidos y emitidos oficialmente del sistema registral, surten todos los efectos jurídicos que corresponden a los documentos públicos.

ART. 65. — Actos inscribibles. Corresponde al Registro Principal efectuar la inscripción de los actos siguientes:

1. La separación de cuerpos y bienes, salvo que se trate de bienes inmuebles y derechos reales, los cuales se harán por ante el Registro de Propiedad.
2. Las interdicciones e inhabilitaciones civiles.
3. Los títulos y certificados académicos, científicos, laborales y los despachos militares y los demás previstos en la ley.

Los registradores o registradoras principales deberán efectuar el acto de legalización de firmas de las autoridades públicas dentro de su jurisdicción.

Igualmente, corresponde al Registro Principal recibir y mantener los duplicados de los asientos de los registros públicos, registros civiles municipales y parroquiales y expedir copias certificadas y simples de los asientos y duplicados de los documentos que reposan en sus archivos.

ART. 66. — Personas jurídicas civiles. El Registro Principal, a través de una sección registral, inscribirá los actos de constitución, modificación, prórroga y extinción de las sociedades civiles, asociaciones, fundaciones y corporaciones de carácter privado, exceptuando las cooperativas.



SAREN SERVICIO AUTÓNOMO
DE REGISTROS
Y NOTARÍAS

Ministerio del Poder Popular para
RELACIONES INTERIORES Y JUSTICIA

REGISTRO PRINCIPAL DEL ESTADO ARAGUA
RIF: G-20003099-2

Av. Bolívar, Cruce con Calle Junín,
Maracay, Edo Aragua
Teléfono: 0243 - 232.16.61

HORA: 11.20.06

VENCE: 28/09/10



República Bolivariana de Venezuela
Ministerio del Poder Popular para Relaciones Interiores y Justicia
Servicio Autónomo de Registro y Notarías

Fecha Emisión: 130/07/10

199 y 191

La PUB podrá ser emitida como una vigencia de única (01) día continuada para ser cancelada una vez alcanzada la cancelación respectiva, tiene una vigencia de sesenta (60) días no prorrogables para presentar el documento. Agradecemos al usuario que la PUB es una y deberá utilizarse una nueva PUB para realizar el trámite habiendo cancelado el anterior a monto correspondiente.



INSTRUMENTO
SAREN

PLANILLA UNICA BANCARIA

Número Planilla: 273 000 25672



Tipo de Acto:

LEGALIZACIÓN

Nombre y Apellido del Solicitante

ALEXIS PUERTA

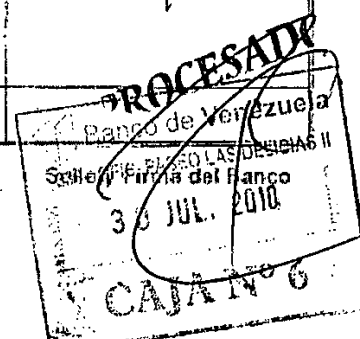
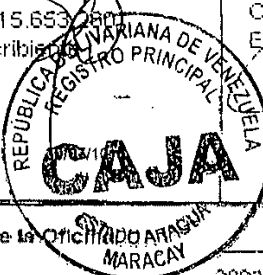
Número Control: 488-0000-0000

30/07/2010 11:37 Tx:VPTF Us:NM16553 0102 0338
SAREN PLANILLA UNICA Id Serv.: 27300025672
Serial: 27325672 ITrace SCH: 8FXBPQZAMK2EK
Monto Efectivo: 130,00
Monto Cheques Bdv: ,00
Monto Cheques Otro Bco: ,00
Monto Total Planilla: 130,00

CURIP/Passaporte del Solicitante	Forma de Pago	N° Cheque/Aprobación	Monto (Bs.F)
15498500			
Nombre y Apellido del Depositante	Monto Efectivo		
Alexis Puerta			
CURIP/Passaporte del Depositante	Cheque Gerencial del mismo Banco		
15498500			
Firma del Solicitante	Punto de Venta		
	Pago por Internet		
Monto en letras:	Monto Total		130.00

SOLO PARA USO DEL SAREN

FUNCIONARIO EMISOR	FUNCIONARIO RECEPTOR	FUNCIONARIO REVISOR	REGISTRADOR/NOTARIO
Elio M. Campos G. C.I. 15.653.080 Escribiente 1	Gustavo U. Sandoval U. C.I. 9.690.227 Escribiente I	Lourdes de Rodriguez 4.546.581 Escribiente 1	Mario de J. Arvelaz R. 4.316.513 Registrador
Fecha: 03/08/10			



Sello de la Oficina de Registro y Notarías

Bancos Recaudadores

- 0003 - Banco Industrial de Venezuela
- 0007 - Banco Bicentenario
- 0102 - Banco de Venezuela
- 0153 - Banco del Tesoro

20433





REPÚBLICA BOLIVARIANA DE VENEZUELA

*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***



SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL
ESTADO ARAGUA

RM No. 283
200° y 151°

Quien suscribe:

C E R T I F I C A

Que se ha confrontado la **Copia Certificada Fotostática** constante de **seis (6)** folio(s),
que a continuación se reproducen, y que es traslado fiel y exacto del Documento inscrito
bajo el Número:

22 - ACTA CONSTITUTIVA, TOMO 822-A-1997 REGISTRO MERCANTIL PRIMERO DEL
ESTADO ARAGUA., DE FECHA: 26/02/1997.-

CORRESPONDIENTE A LA EMPRESA: **SILICONES VENEZUELA, C.A.**

Que se encuentran insertos al Expediente N°: **32349**.

Con fecha: **MUNICIPIO GIRARDOT, 27 DE JULIO DEL AÑO DOS MIL DIEZ.**

CERTIFICA, igualmente que esta **Copia Certificada Fotostática** ha sido elaborada en
esta oficina por el funcionario: **MARIA LUISA SALCEDO MANJARREZ.**

Con Cédula de Identidad N°: **V-11.971.236.**

Persona autorizada por mí para hacerla y quien suscribe cada una de las páginas de la
presente certificación.



Mary Micaela Martínez Fernández
Registrador Mercantil

Abg. MARY MICAELA MARTÍNEZ FERNÁNDEZ



SAREN

SERVICIO AUTÓNOMO
DE REGISTROS
Y NOTARÍAS
MINISTERIO DEL PODER POPULAR



MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA.
REPÚBLICA BOLIVARIANA DE VENEZUELA.
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS.

Número de Trámite: 283.2010.3.1160

La PUB desde su emisión tiene una vigencia de treinta(30) días continuos para ser cancelada; una vez efectuada la cancelación respectiva, tiene una vigencia de sesenta (60) días no prorrogables para presentar el documento. Agotados dichos lapsos la PUB es nula y deberá emitirse una nueva PUB para realizar trámite, debiendo cancelarse nuevamente el monto correspondiente.

SAREN



PLANILLA ÚNICA BANCARIA

Número Planilla: 28300009331



Tipo de Acto: COPIA CERTIFICADA FOTOSTÁTICA

BCO 0163-0222 CSS P33FGPVQDMHOA
NTR 00233 FEC 21-07-2010 HRM 14:19
MRS 43.55 MRC 0.00 MRT 43.55
0420/DEPOSITO EN CTA SAREN EA02544



Número Control: 488-0000-0000

Nombre y Apellido del Solicitante	Forma de Pago	Nro. Cheque/Aprobación	Monto (BsF)
NELLY JOSEFINA LANDAETA DE PUERTA			
CI/RIF/Pasaporte del Solicitante	Monto Efectivo		
V-3.848.318			
Nombre y Apellido del Depositante	Cheque Gerencial/ del mismo Banco		
CI/RIF/Pasaporte del Depositante	Punto de Venta		
Forma del Depositante	Pago por Internet		
MONTO EFECTIVO: CUARENTA Y TRES BOLIVAR(ES) CON CINCUENTA Y CINCO CÉNTIMOS			MONTO TOTAL 43,55

SOLO PARA USO DEL SAREN

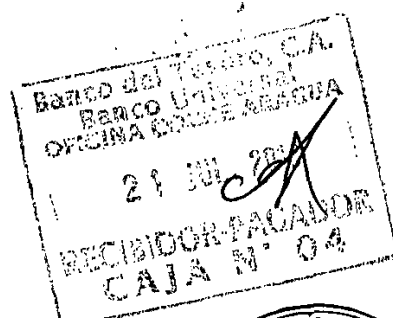
FUNCIONARIO EMISOR	FUNCIONARIO RECEPTOR	FUNCIONARIO REVISOR	REGISTRADOR/NOTARIO
Nombre y Apellido: <u>Maria I. Salcedo</u>	Nombre y Apellido: <u>Maria I. Salcedo</u>	Nombre y Apellido: <u>Marielys Recarte</u>	Nombre y Apellido: <u>Mary Martínez</u>
Cédula de Identidad: <u>CI 11 971 236</u>	Cédula de Identidad: <u>CI 11 971 236</u>	Cédula de Identidad: <u>CI 11 971 236</u>	Cédula de Identidad: <u>C.I.: 10.373 586</u>
Cargo: <u>AS ST OFIC I</u>	Cargo: <u>AS ST OFIC I</u>	Cargo: <u>ASIST OFIC I</u>	Cargo: <u>REGISTRADORA</u>
Fecha: <u>21/07/2010</u>	Fecha: <u>22/07/2010</u>	Fecha: <u>26 JUL 2010</u>	Fecha: <u>27-07-10</u>
Firma: <u>[Firma]</u>	Firma: <u>[Firma]</u>	Firma: <u>[Firma]</u>	Firma: <u>[Firma]</u>

Sello de la Oficina

Bancos Recaudadores

Sello y Firma del Banco

0003 - Banco Industrial de Venezuela
0007 - Banco Bicentenario
0102 - Banco de Venezuela
0108 - Banco Provincial
0163 - Banco del Tesoro





AR - 96 N° 4652

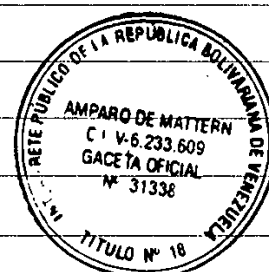


1 Ciudadano
2 Registrador Mercantil de la Circunscripción Judicial del Estado
3 Aragua
4 Su Despacho.-
5 Y Salvador del Valle Puerta Meneses, venezolano, mayor de edad,
6 casado, contador público, domiciliado en Maracay, Estado Aragua y
7 titular de la Cédula de Identidad V-2.641.593; procediendo con el
8 carácter de Director Gerente de Silicones Venezuela, C.A., Sociedad
9 Mercantil en proceso de legalización y autorizado por su Asamblea-
10 Constitutiva; ante Usted acudo, para con el debido respeto exponer
11 y solicitar en nombre de mi representada:
12 A los fines de su inscripción en los Libros de Registro de
13 Comercio, le adjunto en Cuatro (4) folios útiles, el Acta
14 Constitutiva-Estatutaria de la prenombrada Sociedad Mercantil,
15 "Silicones Venezuela, C.A.".
16 Pido se me expidan las Copias Certificadas correspondientes, a los
17 fines de su publicación y demás actuaciones.
18 En Maracay, a los Veintiun (21) días del mes de Febrero de Mil
19 Novecientos Noventa y Siete.
20
21 Salvador del Valle Puerta Meneses.
22 C. de I. V-2.641.593.

23 ADELANTADO ART. ORDINAL I

Planilla N°	92313
Derecho de	
Arancel Judicial	15420
Otorgamiento:	
A las	horas

PRESENTACION
Día: 25-02-97
Hora: 4.55 p.m.



REGISTRO MERCANTIL PRIMERO DE LA CIRCUNSCRIPCIÓN
JUDICIAL DEL ESTADO ARAGUA



Maracay, veintiseis (26) de Febrero de mil no-
vecientos noventa y siete 186 y 138° Por pre-

sentada la anterior participación. Cumplidos como han sido los requisi-
tos de Ley, inscribáse en el Registro Mercantil Primero junto con el documen-
to presentado, fíjese y publíquese el asiento respectivo; formese el
expediente de la Compañía y archívese original junto con el ejemplar
de los Estatutos y demás recaudos acompañados. Expídase la copia
de publicación. El anterior documento redactado por El Abogado. Jorge

Peralta se inscribe en el Registro de Comer-

cio bajo el No. 22 Tomo 822-A

15.420,00 A.J. 92313

Derechos pagados Bs. 20.908,00 T.P. según planilla No. 0696315

La Identificación se efectuó así: SALVADOR DEL VALLE PUERTA MENESES
titular de la Cédula de Identidad No V- 2.641.593 casado



La inscripción fué hecha por Marlenys Mora



Dra. Francisca Francisca Rojas Pérez
Registrador Mercantil Primero





Nosotros, Salvador del Valle Puerta Meneses y Nelly Josefina Landaeta de Puerta, ambos venezolanos, mayores de edad, cónyuges entre si, domiciliados en Maracay, Estado Aragua, República de Venezuela y titulares de las Cédulas de Identidad V-2.641.593 y V-3.848.318, respectivamente, por medio del presente documento declaramos: Que hemos convenido en constituir, como en efecto hemos constituido, una Compañía Anónima, cuyas actividades se regirán, una vez registrada y cumplidos los demás trámites legales, por las disposiciones contenidas en este Documento Constitutivo, el cual ha sido redactado con suficiente amplitud, para que sirva a la vez de Estatutos Sociales de la Compañía, los cuales se encuentran contenidos en los siguientes artículos:

Capítulo I.

Denominación, Domicilio, Objeto y Duración.

Artículo Primero: La Compañía se denominará "Silicones Venezuela, C.A.".

Artículo Segundo: El domicilio social de la Compañía estará ubicado en la ciudad de Maracay, Estado Aragua, República de Venezuela; sin embargo, por decisión de la Asamblea General de Accionistas y previo el cumplimiento de las formalidades de ley, podrá establecer y mantener sucursales y/o agencias, en cualquier otro lugar de la República de Venezuela o del Exterior.

Artículo Tercero: El objeto social será, la compra, venta, importación, exportación, fabricación, envasado y distribución de siliconas y otros tipos o formas de pegamentos y selladores y cualquier otra actividad de lícito comercio, inherente o conexas con el fin principal.

Artículo Cuarto: El giro económico y legal de la Compañía comenzará, a partir de la fecha de inscripción de la presente Acta Constitutiva-Estatutaria, en el Registro Mercantil correspondiente



AR - 96



la Compañía.

Artículo Octavo: En caso de que un accionista, decida vender sus acciones, deberá comunicárselo por escrito al Director Gerente y este, en la misma forma, se lo notificará al resto de los socios, quienes dentro de los sesenta (60) días continuos, siguientes a sus respectivas notificaciones, podrán hacer uso del derecho preferente para adquirir las acciones en venta, en igualdad de condiciones y en proporción al capital que hayan suscrito y cancelado. En caso de que varios accionistas, manifiesten interés en adquirir las acciones en venta, podrán adquirirlas en la misma proporción de las que hayan suscrito y cancelado. Vencido ese lapso, sin que ninguno de los socios manifieste interés en adquirirlas, el accionista oferente quedará en libertad de venderlas a terceros.

Capítulo III.

De las Asambleas.

Artículo Noveno: La suprema autoridad y dirección de la Compañía, residirá en la Asamblea General de Accionistas legalmente constituida, bien sea ordinaria o extraordinaria; sus decisiones, tomadas dentro de los límites de sus facultades legales y estatutarias, serán obligatorias para todos los accionistas, inclusive para los que no hubieren asistido a ellas, quedando estos, en caso de inconformidad, en plena libertad de ejercer los recursos legales a que hubiere lugar. De toda Asamblea se levantará un Acta, que deberá contener el nombre de los asistentes, el número de acciones que representen cada uno y las decisiones y medidas acordadas. Dicha Acta será firmada por todos los asistentes a la reunión. Las Asambleas serán presididas y dirigidas por el Director Gerente y en su ausencia, por la persona escogida por la Asamblea.

Artículo Décimo: La Asamblea Ordinaria de Accionistas se



AR - 96 N° 012435



F) Las otras atribuciones y materias que le fija la Ley o que sean sometidas a su consideración por los Directores.

Capítulo IV.

De la Administración de la Compañía.

Artículo Décimo Tercero: La Dirección y Administración de la Compañía, estará a cargo de un Director Gerente y un Director Auxiliar, quienes podran o no ser accionistas; durarán en sus cargos tres (3) años, pudiendo ser reelegidos. Los Directores, vencido el lapso de duración de sus funciones, permanecerán en sus respectivos cargos, con plenas facultades, hasta que la Asamblea de accionistas legalmente constituida, decida ratificarlos o nombrar a quienes los sustituyan.

Artículo Décimo Cuarto: A los fines previstos en el Artículo 244 del Código de Comercio vigente, los Directores, si fueren accionistas, deberán depositar en la caja social de la Compañía, diez (10) de sus acciones y si no lo fueren, el equivalente en dinero efectivo.

Artículo Décimo Quinto: El Director Gerente de la Compañía, actuando individualmente y en su ausencia, el Director Auxiliar, tendrá la función de representar a la Sociedad, con plenos poderes de administración y disposición, de los bienes y derechos que constituyan o puedan constituir su patrimonio y en particular tendrá facultades de: A) Convocar las Asambleas, fijar las materias que en ellas deban tratarse y cumplir y hacer cumplir sus decisiones; B) Elaborar el Balance, el Inventario General, el Estado de Ganancias y Pérdidas y un Informe detallado de la Administración de la Compañía, todo lo cual deberá presentar anualmente y someter a la consideración de la Asamblea Ordinaria de Accionistas; C) Calcular y determinar el dividendo por distribuir entre los accionistas, acordar y fijar la oportunidad de su pago y



AR - 96 N° 14651



vigente.

Capítulo VI.

De la Contabilidad, Balances y Utilidades.

Artículo Décimo Octavo: El ejercicio económico de la Compañía se iniciará, el día Primero de Enero de cada año y terminará el día Treinta y Uno de Diciembre del mismo año; con excepción del correspondiente al primer periodo, que comenzará el día en que se registre la respectiva Acta Constitutiva-Estatutaria y terminará el día Treinta y Uno de Diciembre de Mil Novecientos Noventa y Siete.

Artículo Décimo Noveno: La contabilidad de la Compañía será llevada, de conformidad con lo que al respecto establece el Código de Comercio vigente y el Balance se formará, según lo establecido en el referido Código.

Artículo Vigésimo: El Balance General y el Estado Demostrativo de las Ganancias y Pérdidas, obtenidas en el respectivo ejercicio económico, junto con el Informe del Comisario, será sometido a la consideración de la Asamblea Ordinaria de Accionistas, para su discusión, aprobación o modificación, de acuerdo a lo previsto en el Código de Comercio vigente y en estos Estatutos.

Artículo Vigésimo Primero: Anualmente, de las utilidades líquidas obtenidas por la Compañía, si ese fuera el caso, se hará un apartado de un Diez por Ciento (10%), a los fines de la formación de un Fondo de Reserva, hasta que el mismo alcance un monto equivalente al Veinte por Ciento (20%), del Capital Social de la Compañía; el excedente, si lo hubiere, será dispuesto en la forma que acuerde la Asamblea.

Capítulo VII.

Disposiciones Finales.

Artículo Vigésimo Segundo: En todo lo no previsto en esta Acta Constitutiva, se procederá conforme a lo expresamente establecido



REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***



SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL
ESTADO ARAGUA

RM No. 283
200° y 151°

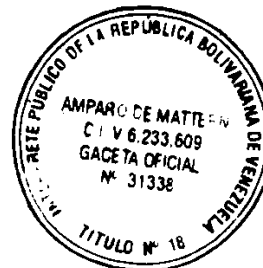
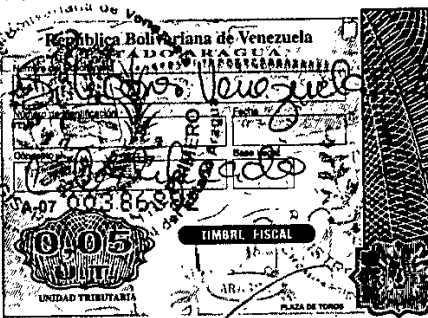
Municipio Girardot, 27 de Julio del año 2010

Por recibido en esta misma fecha constante de **seis (6)** folio(s) útil(es). Agréguese la solicitud al expediente de la Compañía. Expídase copia certificada con inserción del presente Auto. Los derechos arancelarios fueron cancelados según Recibo Número: **28300009331**

Quien suscribe hace constar que la anterior **Copia Certificada Fotostática** es copia fiel y exacta de los que corren insertos al expediente número: **32349** las cuales fueron canceladas según planilla RM N°: **283.2010.3.1160**

Abg. MARY MICAELA MARTÍNEZ FERNÁNDEZ

ESTA PÁGINA PERTENECE A:
SILICONES VENEZUELA, C.A
Número de expediente: **32349**



SAREN

SERVICIO AUTÓNOMO
DE REGISTROS
Y NOTARÍAS
MINISTERIO DEL PODER POPULAR
PARA RELACIONES INTERIORES Y JUSTICIA



REPÚBLICA BOLIVARIANA DE VENEZUELA

MINISTERIO DEL PODER POPULAR PARA RELACIONES

INTERIORES Y JUSTICIA

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS

(SAREN)

REGISTRO PRINCIPAL DEL ESTADO ARAGUA.

SE LEGALIZA LA FIRMA QUE ANTECEDE DE LA CIUDADANA:

DRA. MARY MICAELA MARTINEZ FERNANDEZ

Quien para la fecha del acto que se suscribe era:

REGISTRADOR MERCANTIL PRIMERO SUPLENTE

DEL ESTADO ARAGUA

La presente Legalización no prejuzga acerca de ningún extremo

de fondo ni de forma.

Timbres Fiscales 0,4 U.T.

Planilla N° 273-25672. Recibo N° 20433

Maracay, 04 de Agosto de 2010

EL REGISTRADOR PRINCIPAL

ABOGADO MARIO ARVELÁEZ RENGIFO

Según Resolución N° 459 de fecha 19SEP08 del Ministerio del Poder Popular Para Relaciones Interiores y Justicia, publicada en Gaceta Oficial de la República Bolivariana de Venezuela N° 39022 del 23 Septiembre 08.



República Bolivariana de Venezuela
ESTADO ARAGUA

Nombre del Solicitante: _____
Número de identificación: _____
Concepto: _____ Base Legal: _____
A-07.00234095

UNIDAD TRIBUTARIA

TIMBRE FISCAL

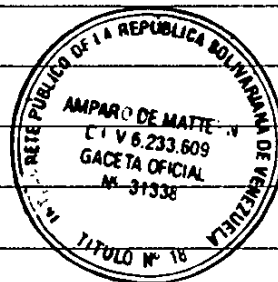
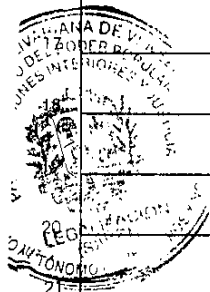
ARAGUA

TITULO DEL COMPROBANTE

LA GACETA - OLIVERO



1		1
2		2
3		3
4		4
5		5
6		6
7		7
8		8
9		9
10		10
11		11
12		12
13		13
14		14
15		15
16		16
17		17
18		18
19		19
20		20
21		21
22		22
23		23
24		24
25		25
26		26
27		27
28		28
29		29
30		30

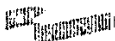




REPÚBLICA BOLIVARIANA DE VENEZUELA

MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS



Se legaliza la firma que antecede del(la) ciudadano(a)

MARIO ARVELAEZ RENGIFO

quien es como se titula, **Registrador(a) Principal del Edo. Aragua**

Se advierte que la presente legalización no prejuzga acerca de
ningún otro extremo de fondo ni de forma.

Caracas, 5 de Agosto del 2010

200° y 151°

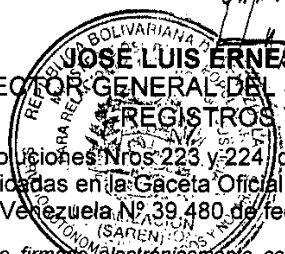
Por el Ministro,



JOSÉ LUIS ERNESTO SILVA ORTA
DIRECTOR GENERAL DEL SERVICIO AUTÓNOMO DE
REGISTROS Y NOTARÍAS

Resoluciones Nros 223 y 224 de fecha 04 de agosto de 2010,
publicadas en la Gaceta Oficial de la República Bolivariana de
Venezuela N° 39.480 de fecha 04 de agosto de 2010.

Documento firmado electrónicamente con el mismo valor probatorio que la ley
otorga a los documentos escritos, según artículo 4° de la Ley de Mensajes de
Datos y Firmas Electrónicas.



SAREN

SERVICIO AUTÓNOMO
DE REGISTROS
Y NOTARÍAS

N° 0045691

0094080



REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA RELACIONES EXTERIORES
DIRECCION GENERAL DE RELACIONES CONSULARES



APOSTILLE

Convention de La Haye del 5 Octobre 1961

1- País: VENEZUELA

El presente documento público :

2- Ha sido suscrito por: JOSE LUIS SILVA ORTA

3- Actuando en su calidad de: DIRECTOR GENERAL (E) DEL SAREN

4- Llevando el sello/timbre de: MIN. DEL P. P. P. RELAC. INTERIORES Y JUSTICIA

Certificado

5- En Caracas: 10/08/2010

6- Por el Ministro:

7- N°: 0094080

8-Sello/Timbre

9- Firma

Morella Moya



Morella Moya
Directora del Servicio Consular Nacional
60.33411 del 27/04/2010 Res. DM N° 083-B



