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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TRANSPORTE OCCICARGA, 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:

Sonia M. Bortolin, Esq.
Name of Person

Bortolin & Associates, P.A.
Firm/Company

524 S. Andrews Ave., Ste. 101N
Address

Fort Lauderdale, FL 33301
City/State and Zip code

bortolin@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sonia Bortolin at (954) 523-2223
Name of Person — Area Code & Daytime Telephone Number

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

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☒ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 10, 2010

SONIA M. BORTOLIN, ESQ.
524 S. ANDREWS AVE., STE 101 N
FORT LAUDERDALE, FL 33301

SUBJECT: TRANSPORTE OCCICARGA, CO.
Ref. Number: W10000042734

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

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The document must contain both the street address of the principal office and the mailing address of the entity.

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

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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 510A00021632

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

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

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

3. N/A
(FEI number, if applicable)

4. May 11, 2004
(Date of incorporation)

5. May 11, 2054
(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. 2025 NE 164 Street, #409, N. Miami Beach, FL 33162
(Principal office address)

101 NE 3RD AVE, STE 1500, FT. LAUDERDALE, FL 33301
(Current mailing address)

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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8. Transport service, purchase of products, any legal business permitted under Venzuelan Law
(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: Sonia Bortolin

Office Address: 101 NE 3RD AVE, STE. 1500

Fort Lauderdale, Florida 33301
(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.

[signature]
(Registered agent's signature)

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

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

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: ______

Address: ______

______

Vice Chairman: ______

Address: ______

______

Director: Ernesto G. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,

Maracaibo, Zulia, Venezuela

Director: Gastone E. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,

Maracaibo, Zulia, 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. Gastone E. Bortolin DIRECTOR
(Typed or printed name and capacity of person signing application)

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10 SEP 27 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: Ernesto G. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,
Maracaibo, Zulia, Venezuela

Director: Gastone E. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,
Maracaibo, Zulia, Venezuela

B. OFFICERS

President: Ernesto G. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,
Maracaibo, Zulia, Venezuela

Vice President: Gastone E. Bortolin

Address: Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,
Urb. La Estrella, Ave 11, Calle 66 y 66A, Edif Altair, Apt. 13,

Secretary: Sonia Bortolin

Address: 2025 NE 164 Street, #409, N. Miami Beach, FL 33162

Treasurer: Edgar Bortolin

Address: 2025 NE 164 Street, #409, N. Miami Beach, FL 33162

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AND
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2010 SEP 27 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF THE POPULAR POWER FOR
INTERIOR RELATIONS AND JUSTICE
THIRD MERCANTILE REGISTRY
OF THE JUDICIAL CIRCUMSCRIPTION
OF ZULIA STATE
OFFICE CODE No. 485

ATTORNEY: Luis Alfredo Rivas

THIRD MERCANTILE REGISTRY
OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE

CERTIFIES

That has PHOTOCOPIES, of eight (8) paper sheets reproduced to exactitude of the Constituted Act. That are in the expedient No. 33626 dated 05-11-2004, corresponding to the Mercantile Society TRANSPORTE OCCI-CARGA, C,A (OCCI-CARGA TRANSPORTS, C.A)
CERTIFIES equal, that these photocopies where made in this office by a citizen named Osorio Antonio with Identification No. 4, 516,720, capable person, authorized by me and whom with me subscribed the present certification and each of its pages.

I Maria Valentina Marziotte, attest to my competency to translate from Spanish to English, and certify that this is a correct English translation of all pertinent information from the Spanish original

Maria Valentina Marziotte
Date: 08/31/2010

APPROVED
AND
FILED

10 SEP 27 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ZULIA
(Seal)

CITIZEN
MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA
It's Office
Mercantile registry of the judicial circumscription

I, **ERNESTO GASTON BORTOLIN,** Venezuelan, age of majority, holder of identity number: V-9,737,280. domiciled in this city and municipality of Maracaibo State of Zulia, sufficiently authorized in the constitutive statutory act, before you, respectfully with the purpose of soliciting the inscription in the Mercantile Registry at your dignified position of the Constitutive statutory document of the entity **TRANSPORTE OCCI-CARGA, C.A**

Soliciting at the same time, two (2) certified copies of the same with the purpose of the respective publication.

Maracaibo, at the date of it's presentation.

ERNESTO GASTON BORTOLIN
(Signature)

I Maria Valentina Marziotte, attest to my competency to translate from Spanish to English, and certify that this is a correct English translation of all pertinent information from the Spanish original

Maria Valentina Marziotte
Date: 08/31/2010

THIRD MERCANTILE REGISTRY OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ZULIA

Maracaibo.- May 11th, 2004

By presentation of the anterior participation. Complied as required by law. Inscribed in the Mercantile Registry together with the document presented, fix and publicize the respective document, form and expedient of the company and original archive together with the statutes and others.
Expedite the copy of publication. The anterior document redacted by:
WENDY ARIAS
Inscribed in the Commerce Registry under No. 32 Book 23-A
Rights Paid Bs. 59,280.00 EFVO+ 153,380.00 LTF according document No. 0000062174 and 0000062174
The Identification was effectuated by:
ERNESTO GASTON B. with Identification No. V-9,737,280

THE THIRD MERCANTILE REGISTRANT
Dr. HENRY RAMIREZ SANCHEZ
Attorney

APPROVED AND FILED
10 SEP 27 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Belongs to: Transporte occi-Carga, C.A.
05/11/2004

I Maria Valentina Mariotte, attest to my competency to translate from Spanish to English, and certify that this is a correct English translation of all pertinent information from the Spanish original

Maria Valentina Mariotte
Date: 08/31/2010

APPROVED AND FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ZULIA
(Seal)

We, **NELSON E. GALBAN MENDEZ** AND **ERNESTO GASTON BORTOLIN AU,** Venezuelans, age of majority, holders of Identification No. V-9,763,239 and 9,737,280, respectively and domiciled in this city and municipality of Maracaibo of the State of Zulia, declares: that we have convey in constituting, by effect constitute, a Mercantile Society under the form of Anonymous Company, that in it functions will be ruled by the dispositions contained in this Constitutive Document that at the same time will serve the Social Statutes, and in it's effect, by the pertinent dispositions of the Commerce Code in effect.

CHAPTER I
GENERAL DISPOSITIONS

ARTICLE 1: The Company denominated **TRANSPORTE OCCI-CARGA, C.A.** by accord of the Board of Directors, to this denomination could be added other mentions or slogans that will allow to distinguish the economic objective of the company.

ARTICLE 2: The objective of the Company is of Transport Services of any type. Equally could be dedicated to the acquisition, purchase-sale, of furniture, real estate, rights and obligations for the perfecting of all type of businesses, the administration of the same, being able to realize the accomplishment of the social objective, any activity of consequence direct or indirect of the same, participate in the constitution of other companies, be mercantile or civil and act in any legal negotiations according to our laws, all according to our Board of Directors.

ARTICLE 3: The duration of the Company is of Fifty (50) years, beginning from the corresponding date of the Commerce Registry. The assembly will be able to dispose the dissolution or liquidation ahead of time or prolong the lapse of duration, following in such case the dispositions contain in the Commerce Code and especially in the quorum demanded in Article 280 of such Code. In any case most leave constancy of the corresponding dissolution or prolonging in the Commerce Registry.

ARTICLE 5: The Capital of the Company is the quantity of **TWO MILLIONS BOLIVARES (Bs. 2,000,000.00),** divided and represented in two thousand (2,000) shares, nominatives, non-convertible, equals among them, of a nominal value of one thousand bolivars (1,000) each one. These shares had being totally subscribed and paid (100%) of its value, in this manner: The shareholder **NEXIO E. GALBAN MENDEZ,** have subscribed **SEVEN HUNDRED FOURTY (740)** shares, for a value of **ONE THOUSAND BOLIVARES** (Bs.1,000) and had paid the quantity of **SEVEN HUNDRED FOURTY THOUSAND BOLIVARES** (Bs. 740,000.00) and the shareholder **ERNESTO GASTON BORTOLIN AU,** had subscribed **ONE THOUSAND TWO HUNDRED SIXTY** (1,260) shares, for a value of **ONE THOUSAND BOLIVARES** (1,000) and had paid the quantity of **ONE MILLION TWO HUNDRED SIXTY THOUSAND BOLIVARES** (Bs. 1,260,000.00) according with the evidence of the bank Boucher attached.

ARTICLE 6: The shares can not be sold, or transferred to any person non shareholder constitutive of the company, not even given as a guaranty, unless the Board of Directors by unanimity authorizes it. In the case of increasing capital the shares will be subscribed in a proportional manner by the shareholders and if there are any remaining shares then could be offered to third persons. The shares are individual. When by inheritance or other causes might result in the property of several people, the company will not recognize the representation in the assemblies but only one titular appointed by the proprietress in writing and otherwise the shares won be represented.

CHAPTER II
OF THE ADMINISTRATION

ARTICLE 7: The administration and disposition of the patrimony of the company will be under the supervision of a Board of Directors, formed by two (2) principal directors, that could or could not be shareholders of the company, with a duration of five (5) years on that position until designated substitutes. It will be designated two (2) substitutes that will fill the temporal absence of the principals, under strict and rigorous order of election, with a duration of five (5) years under that position, until designated substitutes.

ARTICLE 8: The Board of Directors has ample faculties of the administration and disposition of the assets of the company and has the faculty to purchase and sale of furniture, properties and rights, receive and give money as loans, real estate guaranties or without, authorized and assigned credits, open, transfer and close all classes of bank accounts for commerce, celebrate all classes of contracts and transactions, innerving in moratoriums, lawsuits, and all classes of related businesses, constitute mercantile or management factors, to create subsidiaries, agencies or offices and eliminate them when convenient, fixate the norms for expenses of the company and the payment of dividends of liquid profits according to the norms of the code of commerce. The Board of Directors will have all types of faculties non reserved in this document of the assembly and it is authorized to realize all administrative acts and dispositions of assets, the faculties numbered are informative and non taxable.

ARTICLE 9: The faculties and attributions conferred to the Board of Directors will be performed by its Principal Directors acting in conjunction, without any formalities.

CHAPTER III
OF THE ASSEMBLY

ARTICLE 10: The assembly of the Shareholders has the supremacy representation of the Company. Will meet ordinarily in any given day of the first trimester of each year on the day and hour and place chosen by the Board of Directors. Extraordinarily will meet when needed by the Board of Directors according to the code of commerce. The ordinary and extraordinary assemblies will be announced by press, with five (5) day prior to the date of reunion, not being necessary such formalities in the case that all shareholders or representing of the totality of capital are present.

ARTICLE 11: For the valid constitution of the assembly, be ordinary or extraordinary will require the presence of at least fifty one percent (51%) of the capital, and propositions won be approved unless the favorable vote of the majority of the capital is present or represented in the assembly.

ARTICLE 12: The Ordinary Assembly will consider the following: A) Approve, disapprove or modify the General Balance and accounts that represent the Board of Directors with the inform of the commissary. B) Designate the principal members that form the Board of Directors and substitutes and their salaries.

ARTICLE 13: The shareholders have the right to have a represent ant in the assemblies and could be constituted by letter, fax, telegram, radiogram or any other authentic form.

CHAPTER IV
COMPLEMENTARY DISPOSITIONS

ARTICLE 14: The accounting of the company will be according with the Code of Commerce and in the same manner the Inventory and General Balance. The economic period between January 1st and December 31st of each year. The first economic period will begin the day of the legal constitution of the company and will end December 31st of the year two thousand and four (2004) when the accounting will be done. All the required documents will be given to the Commissary.

ARTICLE 15: The assembly will proceed to the distribution of earnings in the following manner: a) a five percent (5%) will be put apart to form the Legal Reserves until it reaches ten percent (10%) of the social capital, b) The Assembly will dispose of the necessary reserves to constitute emergency funds and provisions. Of the remaining will be taken the percentages agreed in the assembly to be divided in the form of dividends.

ARTICLE 16: The ordinary assembly will select every year a principal commissary and its respective substitute, as established in the Code of Commerce, deciding by them the distribution.

CHAPTER V
DISSOLUTION AND LIQUIDATION OF THE COMPANY

ARTICLE 17: The Company will be dissolve and liquidated after the expiration of its duration, unless it has not been prolonged by the assembly. After declared the liquidation, the liquidators will be those at the moment the principals of the Board of Directors unless the assembly assigns and name the attributions or faculties of the liquidators. In the contrary will apply the norms of the Commerce Code about norms of liquidation of Mercantile Societies.

CHAPTER VI
TRANSITORY DISPOSITIONS

FIRST: TRANSITORY DISPOSITION: Until December 31st of 2008 has convened for the following designations: Principal Director: **NEXIO E. GALBAN MENDEZ**, Principal Director: **ERNESTO GASTON BORTOLIN AU**, Substitute Director of **ERNESTO GASTON BORTOLIN AU**, is **GASTONE ELIO BORTOLIN AU**, Venezuelan, age of majority, holder of Identification No. V-14,475,199 and as Principal Commisary: Licensed **ALEJANDRO VALBUENA**, Venezuelan, age of majority, holder of Identification No. V-12,872,770. Registered in the School of Licensed Administrators, under No.29,015.

SECOND: TRANSITORY DISPOSITON: It will be sufficiently authorized one of the designated Directors identified in this document to present and register this document in the Mercantile Registry.

I Maria Valentina Moruotta, attest to my competency to translate from Spanish to English, and certify that this is a correct English translation of all pertinent information from the Spanish original

Maria Valentina Moruotta
Date: 08/31/2010

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA
REGISTRO MERCANTIL TERCERO
DE LA CIRCUNSCRIPCIÓN JUDICIAL
DEL ESTADO ZULIA
CODIGO DE LA OFICINA Nº 485

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS
SAREN
Ministerio del Poder Popular para Relaciones Interiores y Justicia

Abogado. Luis Alfredo Rivas

REGISTRADOR MERCANTIL TERCERO
DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

10 SEP 27 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

Certifica

Que ha confrontado **COPIA FOTOSTATICA**, constante de OCHO folios (08), que a continuación detallo se reproducen y que es traslado fiel y exacto

DEL ACTA CONSTITUTIVA.- -

que se encuentran agregado al Expediente Nº 33626 con fecha 11-05-2004, correspondiente a la Sociedad Mercantil

TRANSPORTE OCCI_CARGA, C.A.- -

CERTIFICA Igualmente, que esta Copia Fotostática, ha sido hecha en esta Oficina por el (la) Ciudadano (a): OSORIO O ANTONIO, con Cédula de Identidad Nº. 4.516.720, persona capaz, autorizada por mi para hacerla y quien, junto conmigo suscribe la presente certificación y cada una de sus paginas.

ESTADO ZULIA
RENTA DE PAPEL SELLADO VALOR Bs. 0,02 U.T.

ZU 03 -0695317

CIUDADANO

REGISTRADOR MERCANTIL DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

Su Despacho.-

Yo, **ERNESTO GASTON BORTOLIN**, venezolano, mayor de edad, titular de la Cédula de Identidad número: V- 9.737.280, domiciliado en esta ciudad y Municipio Maracaibo del Estado Zulia, suficientemente autorizado en el Acta Constitutiva Estatutaria, ante Usted, ocurro respetuosamente con el fin de solicitar la inscripción en el Registro Mercantil a su digno cargo del Documento Constitutivo Estatutario de la Empresa **TRANSPORTE OCCI-CARGA, C.A.**

Solicito así mismo, me sean expedidas dos (02) copias certificadas de la misma a los fines de la fijación y publicación respectiva.

Maracaibo, a la fecha de su presentación.-

(Fdo) ERNESTO GASTON BORTOLIN

Recibido: 05 MAY 2004
Derechos: 59280+29640+153380
Ofrecido: 11/05/04
Escribiente:
Visto Bueno: 62174

Viene de.: 62174

REGISTRO MERCANTIL TERCERO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

Maracaibo.- Once (11) de Mayo de DOS MIL CUATRO
193º y 145º

Por presentada la anterior participación. Cumplidos como han ido los requisitos de Ley, Inscribase en el Registro Mercantil junto con el Documento presentado, fíjese y publiquese el asiento respectivo, fórmese el Expediente de la Compañía y Archivese original junto con el Ejemplar de los Estatutos y demás recaudos acompañados.
Expídase la Copia de Publicación. El Anterior Documento redactado por:
WENDY ARIAS.
Se inscribe en el Registro de Comercio Bajo el Nº. 32 Tomo 23-A.
Derechos Pagados Bs. 59,280.00 EFVO+ 153,380.00
LTF según planilla Nº 0000062174 y 0000062174
La Identificación se efectuó así:
ERNESTO GASTON B. con C.I.: Nº V-9.737.280

EL REGISTRADOR MERCANTIL TERCERO
DR HENRY RAMIREZ SANCHEZ
Abogado

Pertenece a: Transporte Occi-Carga, C.A.
11/05/04
Hora: 08:34:49

Bs.388 VENEZUELA Bs.388
ESPECIE FISCAL
DIA
MES
AÑO
ESTADO ZULIA

DIARIZADO
FECHA: 11/05/04
No. 3

Nosotros, **NEXIO E. GALBAN MENDEZ** y **ERNESTO GASTON BORTOLIN AU**, venezolanos, mayores de edad, titulares de las Cédulas de Identidad números: V-9.763.239 y V- 9.737.280, respectivamente y domiciliados en esta ciudad y Municipio Maracaibo del Estado Zulia, declaramos: Que hemos convenido en constituir, como en efecto constituimos, una Sociedad Mercantil bajo la forma de Compañía Anónima, que en su funcionamiento se regirá por las disposiciones contenidas en este Documento Constitutivo que a la vez servirá de Estatutos Sociales, y en su defecto, por las disposiciones pertinentes del vigente Código de Comercio.

CAPITULO I

DISPOSICIONES GENERALES

ARTICULO 1: La sociedad se denomina **TRANSPORTE OCCI-CARGA, C.A.**, por acuerdo de la Junta Directiva, a esta denominación podrán agregarse otras menciones o lemas que permitan distinguir el objeto económico de la Sociedad.

ARTICULO 2: El objeto de la Sociedad es la prestación de servicios de transporte de todo tipo. Igualmente podrá dedicarse a la adquisición, compra-venta, de toda clase de bienes muebles, inmuebles, derechos, y/u obligaciones para la consecución y el perfeccionamiento de todo tipo de negocios, la administración de los mismos, pudiendo realizar en el cumplimiento del objeto social, cualquier actividad que sea consecuencia directa o indirecta del mismo, participar en la constitución de otras sociedades, sean mercantiles o civiles, y actuar en toda negociación lícita según nuestras leyes, todo a juicio de la Junta Directiva.

ARTICULO 3: El domicilio de la Sociedad es la ciudad de Maracaibo, Municipio Maracaibo del Estado Zulia, República de Venezuela, pudiendo establecer sucursales, agencias u oficinas en cualquier otro lugares de la República, cuando así lo resuelva la Junta Directiva.

ARTICULO 4: La duración de la Sociedad es de cincuenta (50) años, contados a partir de la fecha de inscripción de este documento por ante el Registro de Comercio correspondiente. Sin embargo, la Asamblea podrá disponer su disolución o liquidación anticipadamente, o prorrogar el lapso de duración, suplentes, quienes llenarán las faltas o ausencias temporales de los principales, en estricto y riguroso orden de elección, quienes durarán cinco (05) años en el ejercicio de sus cargos, en el cual permanecerán hasta tanto sean designados quienes deban sustituirlos.

ARTICULO 8: La Junta Directiva, tiene las más amplias facultades de administración y disposición de los bienes de la Sociedad y está facultada para comprar y vender, toda clase de bienes muebles, inmuebles y derechos; recibir y dar dinero en préstamo, como garantías prendarias, hipotecarias o sin garantía, autorizar y fijar créditos, abrir, movilizar y cerrar toda clase de cuentas bancarias y efectos de comercio, celebrar toda clase de contratos y transacciones, intervenir en moratorias, demandas, ejecuciones y en toda clase de asuntos contencioso, constituir factores mercantiles o gerentes, crear sucursales, agencias u oficinas y eliminarlas cuando lo consideren conveniente, fijar las normas para los gastos de la Sociedad, decretar el pago de dividendos sobre utilidades líquidas conforme a las normas del Código de Comercio. Tendrá asimismo la Junta Directiva, toda clase de facultades no reservadas en este documento a la Asamblea y está autorizada para realizar todos los actos de administración y disposición de bienes, pues las facultades enumeradas son a título enunciativo y, en modo alguno taxativo.

ARTICULO 9: Las facultades y atribuciones conferidas a la Junta Directiva, serán ejercidas por su Directores Principales actuando conjuntamente, sin necesidad de formalidad alguna.

CAPITULO III

DE LAS ASAMBLEAS

ARTICULO 10: La Asamblea de Accionistas tiene la suprema representación de la Sociedad. Se reunirá ordinariamente en un día cualquiera del primer trimestre de cada año, el día, a la hora y en el lugar que señale la Junta Directiva. Extraordinariamente se reunirá cuando sea convocada por la Junta Directiva, de acuerdo al Código de Comercio. Las Asambleas Ordinarias y Extraordinarias serán convocadas por la prensa, con cinco (05) días de anticipación al fijado para la

ZU 03 - 0695133

CAPITULO V

DISOLUCION Y LIQUIDACION DE LA SOCIEDAD

ARTICULO 17: La Sociedad se disolverá y entrará en liquidación al vencerse el plazo de su duración, si este no ha sido prorrogado por la Asamblea. Declarada la liquidación, actuarán como liquidadores quienes para ese momento ejerzan el cargo de miembros principales de la Junta Directiva, salvo que la Asamblea haga otra designación y señale las atribuciones o facultades del o de los liquidares. En caso contrario, se aplicarán las normas del Código de Comercio sobre liquidación de sociedades mercantiles.

CAPITULO VI

DISPOSICIONES TRANSITORIAS

PRIMERA: DISPOSICION TRANSITORIA: Hasta el treinta y uno (31) Diciembre del año dos mil ocho (2008) se ha convenido en efectuar los siguientes nombramientos: Director Principal: **NEXIO E. GALBAN MENDEZ**, Director Principal: **ERNESTO GASTON BORTOLIN AU**, Director Suplente de **ERNESTO GASTON BORTOLIN AU**, es **GASTONE ELIO BORTOLIN AU**, venezolano, mayor de edad, titular de la Cédula de Identidad número: V- 14.475.199 y como Comisario Principal: Lic. **ALEJANDRO VALBUENA**, venezolano, mayor de edad, titular de la Cédula de Identidad número: V- 12.872.770, inscrito en el Colegio de Licenciados en Administración, bajo el N° 29.015.

SEGUNDA: DISPOSICION TRANSITORIA: Se autoriza suficientemente a uno de los Directores designados e identificados en el encabezamiento de este documento, para que presente y suscriba este documento ante el Registro Mercantil correspondiente.

(FDO) ILEGIBLE (FDO) ILEGIBLE

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA
REGISTRO MERCANTIL TERCERO DE LA CIRCUNSCRIPCION
JUDICIAL DEL ESTADO ZULIA
MARACAIBO ESTADO ZULIA

Viene: 148486

Maracaibo; 24 de AGOSTO de Dos Mil Diez .

200° Y 151°

Se certifica la presente copia fotostática solicitud
de: CARRERO HECTOR.
Causó derechos según planilla N°. 148486

REGISTRADORA MERCANTIL TERCERO (Encargada)
Abog. ANA PATRICIA OSPINO

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